Mother Nutri Foods Limited

Health Nutrition

August 31, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.
Scrip Code: 544623

Dear Sir / Madam,

Sub: Notice of 3rd Annual General Meeting and Annual Report for the F.Y. 2025-2026

With reference to the captioned subject, we inform that 3rd Annual General Meeting ("AGM") of the Company shall be held on Thursday, September 24, 2026 at 11.30 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report for the FY 2025-26 and the Notice of 3rd AGM. The said reports are being sent to the shareholders through email and have been uploaded on the "investors" section of the website of the Company at: www.mothernutrifoods.com.

The "cut-off date" for determining eligibility of shareholders for remote e-voting/e-voting at AGM and for attending AGM is fixed as Thursday, September 17, 2026. The remote e-voting period shall commence from Monday, September 21, 2026 at 9.00 a.m. and end on Wednesday, September 23, 2026 at 5.00 p.m. The detailed instruction with regard to the remote e-voting/e-voting at AGM and procedure for attending AGM is provided in the notice of AGM which are being sent to shareholders and submitted to stock exchanges. The procedure for attending the AGM is provided in the Notice of AGM.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Mother Nutri Foods Limited

CHINTAN RAJNIKANT THAKAR
Digitally signed by CHINTAN RAJNIKANT THAKAR
Date: 2026.08.31 19:23:34 +05'30'

Chintan Rajnikant Thakar
Managing Director
DIN: 09346153

Health Nutrition

Mother Nutri Foods Limited

ANNUAL REPORT

2025-26

“Purity is not a promise we make once.
It is the standard we hold ourselves to, jar after jar.”

Dear Investors,

It gives us immense pleasure to present the 3rd Annual Report of Mother Nutri Foods Limited and first time after its listing on the Bombay Stock Exchange (BSE). We would like to sincerely thank all our shareholders, investors, customers, business partners, and other stakeholders for the trust and confidence reposed in our Company and for the encouraging support received during our listing journey.

Chintan Rajnikant Thakar
Managing Director

Mother Nutri Foods Limited was listed on BSE Limited on December 03, 2025, marking a significant milestone in the Company’s growth and development. The listing has strengthened our corporate identity, enhanced our visibility in the market, and laid a strong foundation for our next phase of growth. On May 30, 2026 we came out with our maiden performance post listing with complete turnaround for the Financial Year ending March 31, 2026.

As a company engaged in the manufacturing and marketing of peanut butter, we remain focused on delivering quality, nutrition, taste, and value to our customers. We continue to strengthen our presence across the Business-to-Business (B2B) segment through product innovation, efficient manufacturing processes, and an expanding distribution network.

The financial year under review reflects our continued efforts towards improving operational efficiency, strengthening market reach, and building a sustainable business model. While pursuing growth opportunities, we remain committed to the highest standards of corporate governance, integrity, transparency, and accountability, which form the cornerstone of our business philosophy.

This Annual Report provides an overview of the Company’s performance, business developments, opportunities, challenges, and strategic initiatives undertaken during the year. It also highlights our vision of becoming a trusted and preferred brand in the peanut butter and nutrition-focused food products category in India.

We invite you to read the detailed report in the subsequent pages and look forward to your continued support as we move ahead on our journey of growth and value creation.

With warm regards,
Mother Nutri Foods Limited

Glimpses of the Listing Ceremony


BSE
10:01
Mother Nutri
BSE
BSE


Mother Nutri Foods Limited
WELCOMES YOU TO
THE LISTING CEREMONY
BSE


09:55
BSE
Mother Nutri Fo
Mother Nutri Foo
MARWADI
CHANDARANA
GROUP
BSE
BSE

OUR PRODUCTS

Peanut Butter Smooth

More Details

Peanut Butter Crunchy

More Details

Peanut Butter Natural

More Details

Peanut Butter Chocolate

More Details

Peanut Butter Honey

More Details

Peanut Butter Less Fat

More Details

Peanut Butter Whole Nut

More Details

Peanut Butter Sugar Free

More Details

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CORPORATE INFORMATION

BOARD OF DIRECTORS

CHINTAN THAKAR
(Chairman & Managing Director)

UMESHBHAI SHETH
(Whole-time Director)

RAJNIKANT THAKAR
(Executive Director)

KETANKUMAR MEHTA
(Non-Executive Director)

KAUSHIK MEHTA
(Independent Director)

TANVI PATEL
(Independent Director)

MAHESHVARIBEN ATRI
(Independent Director)

CHIEF FINANCIAL OFFICER

ANUP GOPALDAS PATEL

COMPANY SECRETARY

KHUSHBOO YADAV

STATUTORY AUDITORS

RATAN CHANDAK & CO LLP
702, G Square Business Park, Sector 30A, Opposite Sanpada Railway Station, Navi Mumbai 400703.

INTERNAL AUDITORS

MEGHRAJSINH GOHIL & CO
Office No-5, 1st Floor Ashok, Arcade, Kuberbag, Mahuva, Bhavnagar-364290

COST AUDITORS

M. I. PRAJAPATI & ASSOCIATES LLP
305, Subh House, 77 Swastik Society,
B/h. City Center, Off C.G Road
Navrangpura, Ahmedabad-380009.

SECRETARIAL AUDITORS

YATI MITTAL AND ASSOCIATES
Practicing Company Secretaries
B-76, Kripal Apartment, IP Extension, Delhi-110092.

MANUFACTURING SITE

Survey No. 276/1, Mahuva-Bhavnagar Road, Opp. Otha Petrol Pump, Otha – 364 295, Bhavnagar, Gujarat

BANKERS

State Bank of India
HDFC Limited

LISTED ON

BSE LIMITED
Address: Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
(Scrip Code: 544623)

REGISTERED OFFICE

MOTHER NUTRI FOODS LIMITED
Survey No 276/1, Opp. Petrol Pump, At Otha, Bhavnagar, Mahuva, 364295, Gujarat, India
CIN: L51909GJ2022PLC128485
Website: www.mothernutrifoods.com
Email: cs@mothernutrifoods.com

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED
S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, 400093, Maharashtra
E-mail id: info@bigshareonline.com
Tel. No: 022- 62628200

NOTICE

NOTICE is hereby given that 3rd Annual General Meeting ("AGM") of the Members of Mother Nutri Foods Limited ("MNFL"/the Company) will be held on Thursday, September 24, 2026 at 11:30 a.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business the venue of the meeting shall be deemed to be the Registered Office of the Company situated at Survey No 276/1, Opp. Petrol Pump, at otha, Bhavnagar, Mahuva, 364295, Gujarat, India.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. To consider re-appointment of Mr. Rajnikant Indubhai Thakar (DIN: 02644842), who retires by rotation and being eligible, offers himself for re-appointment.

Explanation: Based on the terms of appointment, Executive Directors and Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Rajnikant Indubhai Thakar, Director who has been on the Board of the Company and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as **an Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajnikant Indubhai Thakar (DIN: 02644842), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation."

3. To consider and if thought fit, ratify the remuneration payable to M/s. M.I. Prajapati & Associates LLP, Cost Accountants, Cost Auditors of the Company, for the financial year ending March 31, 2027 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 75,000 (Rupees Seventy-Five Thousand) plus applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board of Directors to be paid to M/s. M. I. Prajapati & Associates LLP, Cost Accountants, Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2027, be and is hereby ratified

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

By Order of the Board of Directors
For Mother Nutri Foods Limited

Sd/-
Khushboo Yadav
Company Secretary and
Compliance Officer

Registered Office:
Mother Nutri Foods Limited
CIN: L51909GJ2022PLC128485
Survey No 276/1, Opp. Petrol Pump,
at Otha, Bhavnagar, Mahuva, 364295
Gujarat, India

Place: Mahuva
Date: August 28, 2026

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 3rd Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes of this notice and available at the Company's website: www.mothernutrifoods.com.

2. In line with the aforesaid MCA Circulars and SEBI Circular, the Notice of AGM along with Annual Report 2025-26 is being sent only through electronic mode to those Members whose name is recorded in the Register of Members/Register of Beneficial Owners and whose email addresses are registered with the Company/ Registrar and Share Transfer Agent ("Bigshare Services Private Limited (/"RTA") or with the respective Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same. Members holding shares in dematerialized form are requested to contact their Depository Participant for updation of their email id.

   In terms of Regulation 36 of the SEBI Listing Regulations, a letter containing the exact weblink of the website hosting the Annual Report – 2025-26 has been sent to those Members whose e-mail addresses are not registered, at their addresses as recorded with the Company/RTA/ Depositories/Depository Participants.

   Members who are desirous of obtaining hard copy of the Annual Report should send a request to the Company's e-mail id viz cs@mothernutrifoods.com clearly mentioning their Folio number/DP ID and Client ID.

   Member may note that Notice and Annual Report 2025-26 has been uploaded on the website of the Company at www.mothernutrifoods.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility) i.e., https://ivote.bigshareonline.com.

3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in respect of Directors seeking reappointment at this Annual General Meeting is annexed.

4. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM. Hence, proxy form, attendance slip and route map are not annexed to this Notice. However, Institutional Investors and Corporate Members are entitled to appoint authorised representatives to attend this AGM through VC/OAVM, participate thereat, and cast their votes through e-voting.

5. The Members may join the AGM in the VC/OAVM mode fifteen minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 022-23058542/43.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Members desirous of seeking information regarding Accounts of the Company are requested to send their queries to cs@mothernutrifoods.com on or before Thursday, September 17, 2026.

8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

9. SEBI vide its notification dated January 25, 2022, has mandated listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or M/s. Bigshare Services Private Limited ('RTA'), for assistance in this regard.

10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

12. The Members can join the AGM through VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

13. Process and manner for members opting for voting through electronic means:

i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by Bigshare Services Private Limited.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Thursday, September 17, 2026 shall be entitled to avail the facility of remote e-voting or e-voting on the date of the AGM and participating at AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, should treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e., Thursday, September 17, 2026, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on Monday, September 21, 2026 at 9.00 a.m. and will end on Wednesday, September 23, 2026 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e., Thursday, September 17, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by Bigshare thereafter.

v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Thursday, September 17, 2026.

vii. The Company has appointed CS Vishal Thawani, Designated Partner of M/s. VTSN and Associates LLP, Practising Company Secretaries (Membership No. ACS: 43938; CP No: 17377), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

14. Process for those members whose email ids are not registered:

a) For members holding shares in Physical mode- please provide necessary details like Folio No., Name of shareholder by email to cs@mothernutrifoods.com.

b) Members holding shares in Demat mode can get their E-mail ID and mobile number registered by contacting their respective Depository Participant.

c) Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

15. The instructions for Shareholders for Remote E-Voting are as under:

i. The voting period begins on Monday, September 21, 2026 at 9.00 a.m. and will end on Wednesday, September 23, 2026 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, September 17, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email-id in their demat accounts in order to access e-Voting facility.

Step 1: Pursuant to above SEBI Circular dated December 9, 2020, login method for e-Voting and joining virtual meetings for individual shareholders holding securities in Demat mode, is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for

	casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL),

	Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000.

Step 2: **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on **"LOGIN"** button under the **'INVESTOR LOGIN'** section to Login on E-Voting Platform.
- Please enter you **'USER ID'** (User id description is given below) and **'PASSWORD'** which is shared separately on you register email id.
    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
    - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
    - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

  Note: *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'INVESTOR LOGIN'** tab and then Click on **'Forgot your password?**

- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.

  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

  Voting method for shareholders on i-Vote E-voting portal:

  - After successful login, **Bigshare E-voting system** page will appear.
  - Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
  - Select event for which you are desire to vote under the dropdown option.
  - Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
  - Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.

- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

Step 3: **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

__NOTE__: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

  Note: *The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)*

  - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.

- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

Step 4: **Procedure for joining the AGM/EGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

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

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

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338.

CONTACT DETAILS:

Company:	**Mother Nutri Foods Limited** Survey No 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, At Otha, Mahuva, Bhavnagar-364295, Gujarat, India. Email: cs@mothernutrifoods.com Website: www.mothernutrifoods.com
Registrar and Transfer Agent	**Bigshare Services Pvt. Ltd** S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093 Maharashtra Email: ipo@bigshareonline.com Tel.: 022- 62628200 Website: www.bigshareonline.com
e-Voting Agency	**Bigshare Services Pvt. Ltd** E-mail ID: ivote@bigshareonline.com Phone: 1800 22 54 22, 022-62638338
Scrutinizer	**PCS Vishal Thawani (on behalf of VTSN & Associates LLP)** Membership No: 43938; COP: 17377 18th Floor, 1803, Yash Anant, Opp. Old RBI Bank, Ashram Road, Navrangpura, Ahmedabad, Gujarat, India, 380009 Email: vishal@pcsvta.com

By Order of the Board of Directors
For **Mother Nutri Foods Limited**

Sd/-
Khushboo Yadav
Company Secretary and Compliance Officer

Registered Office:
Mother Nutri Foods Limited
CIN: L51909GJ2022PLC128485
Survey No 276/1, Opp. Petrol Pump, At Otha, Bhavnagar, Mahuva, 364295
Gujarat, India

Place: Mahuva
Date: August 28, 2026

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND/ OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No: 03

The Board of Directors on the recommendation of the Audit Committee, had approved the appointment of M/s. M. I. Prajapati & Associates LLP, Cost Accountants, as Cost Auditor of the Company for the financial year ending on March 31, 2027, to conduct audit of cost records of the Company as required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration as detailed in the resolution.

In accordance with the provisions of Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out in the Notice for ratification/approval of the remuneration payable to the Cost Auditors for the ending on March 31, 2027.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out in Item No. 03 for the approval of Members.

ANNEXURE TO NOTICE

DISCLOSURE ON RE-APPOINTMENT OF DIRECTOR PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS:

Sr. No	Particulars	Details
1	Name	Mr. Rajnikant Indubhai Thakar
2	DIN	02644842
3	Date of Birth	January 01, 1959
4	Age	67 years
5	Qualification	He has completed his education up to the seventh standard at Sheth Manjibhai Nathoobhai High School, Mahuva, Gujarat.
6	Brief Resume/ Experience/Brief profile and nature of expertise in specific functional areas	Mr. Rajnikant Indubhai Thakar has approximately 10 years of experience in the food processing industry. He was previously associated with M/s. Mother Nutri Foods, a partnership firm since 2015 in the capacity of partner where he was responsible for marketing of the products and thereafter was appointed as a Director of Mother Nutri Foods Limited and he is responsible for managing the overall operations of the Company.
7	Remuneration last drawn (FY 2025-26) (per annum)	Rs. 4,50,000 Per annum
8	Remuneration proposed to be paid	As per the Ordinary Resolution passed by the members on May 10, 2025.
9	Date of first appointment on the Board	January 25, 2022
10	Relationship with other Directors/KMPs	Mr. Rajnikant Indubhai Thakar is father of Mr. Chintan Rajnikant Thakar.
11	No. of meetings of the Board of Director attended during the year (FY 2025-26)	8 (Eight)
12	Directorships in other Companies as on date of notice*	1. P2B Foods Private Limited 2. Soparia Hotels Private Limited
13	Membership/Chairmanship of Committees of other Boards#	Nil
14	No. of Shares held (as on date of the Notice)	36,57,148 Equity Shares
15	Names of listed entities, in which he/she also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil

16	Information as required pursuant to BSE circular ref no. LIST/COMP/14/2018- 19.	Mr. Rajnikant Indubhai Thakar is not debarred from holding the office of director pursuant to any SEBI order or any other authority.

#Membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee of other Company is considered.

By Order of the Board of Directors
For **Mother Nutri Foods Limited**

Sd/-
Khushboo Yadav
Company Secretary and
Compliance Officer

Registered Office:
Mother Nutri Foods Limited
CIN: L51909GJ2022PLC128485
Survey No 276/1, Opp. Petrol Pump, At
Otha, Bhavnagar, Mahuva, 364295
Gujarat, India

Place: Mahuva
Date: August 28, 2026

DIRECTORS' REPORT

Dear Shareholders,

Your directors are pleased to present the Third Annual Report together with the Audited Financial Statements and Auditors' Report thereon for the year ended March 31, 2026.

1. FINANCIAL RESULTS:

The summary of Financial Results for the Year ended March 31, 2026:

(Rs. In lakhs, except EPS)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue From Operation	**12,327.83**	**9,024.31**
Other Income	**110.16**	**22.21**
Total Income	**12,437.99**	**9,046.52**
Total Expenses	11,019.56	8,272.37
Profit Before Tax	1,418.43	774.16
Tax Expenses	254.54	110.68
Net Profit After Tax	**1,163.88**	**663.47**
Proposed Dividend on Equity Shares	-	-
Tax on proposed Dividend	-	-
Transfer to General Reserve	-	-
Surplus carried to Balance Sheet	**1,163.88**	**663.47**
Earnings Per Share	**11.09**	**7.25**

Notes:

1. Save and except as disclosed elsewhere in the Annual Report 2025–26, there have been no material changes or commitments affecting the financial position of the Company that have occurred between the close of the Financial Year ended March 31, 2026 and the date of this Board's Report.

2. PERFORMANCE HIGHLIGHTS:

Your Company has delivered yet another year of consistent and profitable growth. During the year under review, the Company earned a total income of Rs. 12,437.99 Lakhs as compared to Rs. 9,046.52 Lakhs in the previous financial year. The Company reported a net profit of Rs. 1,163.88 Lakhs during the year under review as against Rs. 663.47 Lakhs in the previous financial year.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements and every other document referred therein are available on website of the Company i.e. https://www.mothernutrifoods.com/investors/.

These documents are also available for inspection during working hours at the registered office of your Company. Any member interested in obtaining such document may write to the Company Secretary and the same shall be furnished on request.

3. LISTING ON STOCK EXCHANGES

During the financial year under review, the equity shares of the Company have been listed on SME exchange of BSE Limited ("BSE") w.e.f. December 03, 2025.

4. DIVIDEND:

In order to conserve resources for future expansion, your directors have not recommended any dividend for the Financial Year 2025-26.

5. CHANGE IN THE NATURE OF BUSINESS

The Company continued its operations as a Manufacturer of Peanut Butter, with no change in the nature of its business during the financial year ended March 31, 2026.

6. RESERVES:

The Company has not transferred any amount to the General Reserves. However, a profit of Rs. 1,163.88 lakhs have been transferred to Reserves & Surplus.

7. ISSUE OF CAPITAL AND STATE OF THE COMPANY'S AFFAIRS:

During the year under review, your company has made following allotments:

I. 13,900 (Thirteen Thousand Nine Hundred) Equity Shares of Rs. 10/- each at Premium of Rs. 170/- in the Board Meeting held on April 22, 2025 pursuant to the Private Placement of Equity Shares.

II. 49,13,910 (Forty-Nine Lakhs Thirteen Thousand Nine Hundred Ten) Bonus Equity Shares of Rs. 10/- each in the ratio of 1:1 i.e. one bonus equity shares for every one equity share held in the Company to the existing equity shareholders of the Company in the Board meeting held on August 11, 2025.

III. 27,07,200 Equity Shares of face value of Rs. 10/- each at Premium of Rs. 107/- per Equity Share pursuant to the Initial Public Offer and the allotment of same was made in the Board meeting held on December 01, 2025.

The Company has successfully completed its Initial Public Offering (IPO), comprising a fresh issue of 27,07,200 (Twenty-Seven Lakh Seven Thousand Two Hundred) equity shares and an offer for sale of 6,76,800 (Six Lakhs Seventy-Six Thousand Eight Hundred) equity shares of face value Rs.10 each at an issue price of Rs. 117 per share. Pursuant to the IPO, 1,25,35,020 equity shares were listed on the SME Platform of BSE Limited with effect from December 3, 2025.

Consequently, the Authorized Share Capital of the Company stood at Rs. 22,50,00,000/- (Rupees Twenty Two Crore Fifty Lakhs Only) divided into 2,25,00,000

(Two Crore Twenty Five Lakh) equity shares of Rs. 10 /- each and the Subscribed and Paid-up Share Capital of the Company stood at Rs. 12,53,50,200 (Rupees Twelve Crore Fifty Three Lakhs Fifty Thousand Two Hundred Only) divided in to 1,25,35,020 (One Crore Twenty Five Lakhs Thirty Five Thousand Twenty) equity shares of Rs. 10/- each.

8. DETAILS OF THE ASSOCIATES/JOINT VENTURE/SUBSIDIARIES COMPANIES:

The Company does not have any subsidiary, joint venture, or associate company. Further, no company became or ceased to be a subsidiary, joint venture, or associate company of the Company during the year under review.

9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part this Directors' Report.

10. CORPORATE GOVERNANCE:

Corporate Governance Report prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Directors' Report.

11. SECRETARIAL STANDARDS:

During the year under review, your Company has complied with the applicable provisions of Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

12. VIGIL MECHANISM:

Your Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. Whistle blower policy of the Company has been uploaded on the website of the Company and can be accessed at: Whistle Blower Policy.

13. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION.

Pursuant the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted (1) ''Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ("Fair Disclosure Code") incorporating a policy for determination of "Legitimate Purposes" as per Regulation 8 and Schedule A to the said regulations and (2) "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" as per Regulation 9 and Schedule B to the said regulations.

14. INSURANCE:

Your Company's assets are adequately insured against all major risks.

15. PUBLIC DEPOSITS:

Your Company has not accepted any Public Deposits as defined under Section 73 of the Companies Act, 2013 and rules framed there under.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT:

The particulars of Loan, Investments, Guarantees, etc. made by the Company during the financial year under review, which are covered under the provisions of Section 186 of the Act, are disclosed in the relevant Notes to the Financial Statements for the Financial Year ended March 31, 2026.

All such transactions have been undertaken in compliance with the applicable statutory provisions, and within the limits approved by the Board and/or Shareholders of the Company.

17. MERGERS AND ACQUISITIONS

During the financial year under review, the Company did not undertake any mergers, amalgamations, acquisitions, takeovers, or restructuring transactions. There were no strategic investments resulting in acquisition of control, business transfers, or consolidation of entities.

18. CORPORATE SOCIAL RESPONSIBILITY:

In accordance with the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder, your Company has constituted Corporate Social Responsibility Committee of Directors. The role of the Committee is to formulate an annual action plan in pursuance of the CSR policy and review CSR activities of the Company periodically and recommend to the Board the amount of expenditure to be spent on CSR annually. CSR policy of the Company, inter alia, provides for CSR vision of the Company including proposed CSR activities and its implementation, monitoring and reporting framework.

During the year under review, your Company has spent Rs. 10.20/- Lacs i.e., 2% of average net profit of last three financial years on CSR activities as per applicable statutory provisions.

Annual Report on CSR activities carried out by the Company during FY 2025-26 is enclosed as **Annexure-A** to this Report.

19. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and based on the information and explanations received from the Company, confirm that:

a) In in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) such accounting policies have been selected and applied consistently and judgement 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 March 31, 2026 and of the profit of the Company for the year ended on that date;

c) 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) the annual financial statements have been prepared on a going concern basis;

e) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

f) The proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

20. AUDITORS:

Statutory Auditor:

In accordance with the provisions of section 139 of the Companies Act 2013 and the rules made thereunder M/s. Ratan Chandak & Co. LLP (Registration No. 108696W/W101028), Chartered Accountants were appointed as the Statutory Auditors of the company at the Annual General Meeting held on September 30, 2024, to hold office for a period of five years from the conclusion of the 2nd Annual General Meeting of the Company until the conclusion of the 7th Annual General Meeting of the Company to be held in the year 2029.

M/s. Ratan Chandak & Co. LLP have confirmed their eligibility and qualifications to be appointed as the Statutory Auditors of the Company in accordance with the provisions of the Companies Act, 2013.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

Cost Auditors:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, your Company has maintained the accounts and cost records, as specified by the Central Government. Such cost accounts and records are subject to audit by M/s M. I. Prajapati & Associates, LLP Cost Auditors of the Company for FY 2026-27.

The Board has appointed M/s. M.I. Prajapati & Associates LLP, Cost Accountants as Cost Auditors of your Company for conducting cost audit for FY 2026-27. A resolution seeking approval of the shareholders for ratifying the remuneration payable to the Cost Auditors for FY 2026-27 is provided in the Notice of the ensuing AGM.

Secretarial Audit:

Pursuant to Section 204 of the Act read with the Rules thereof, the Board of Directors have appointed M/s. Yati Mittal and Associates, (COP No. 25176), Practicing Company Secretaries, a Peer Reviewed Firm, for conducting a secretarial audit of secretarial records of the company for the financial year 2025-2026.

The Secretarial Audit Report for F.Y. 2025-26 is annexed herewith as **Annexure – B**.

The Secretarial Audit Report of your Company does not contain any qualification, reservation or adverse remark.

Internal Auditors:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, M/s. Meghrajsinh Gohil & Co, Chartered Accountants (FRN:172170) was appointed by the Board of Directors to conduct internal audit of the Company for the financial year 2025-2026.

Frauds Reported by Auditors

During the year under review, the Statutory Auditors of the Company have not reported any instance of fraud committed in the Company by its officers or employees under Section 143(12) of the Act.

The Company maintains internal control systems, well-defined policies and procedures, and an effective internal audit mechanism to safeguard its assets and ensure the accuracy and reliability of its financial records. The absence of any reported fraud during the year indicates Company's effective internal controls, adherence to good governance and reflects the strength of the Company's governance framework, internal controls, and commitment to ethical business practices.

21. RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL

Your Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Your Company has adopted proper system of Internal Control and Risk Management to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported quickly.

The effectiveness of internal controls is reviewed through the internal audit process. Reports of internal auditors are reviewed by Audit Committee of the Company from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

22. SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE AUTHORITY:

There are no significant and material orders passed by any regulator or court or tribunal impacting the going concern status and your Company's operations in future.

23. BOARD EVALUATION:

As per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the formal annual evaluation was carried out for the Board's own performance, its Committees & Individual Directors.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members based on the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the Individual Directors on the basis of criteria such as the contribution of the Individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, Code of conduct etc. In addition, the Chairman was also evaluated on the key aspect of his role.

In a separate meeting of Independent Directors, performance of non-independent Directors, performance of the board as a whole and performance of the Chairman was evaluated. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and Individual Directors was also discussed. Performance evaluation of Independent Director's was done by the entire Board, excluding the Independent Directors being evaluated.

24. RELATED PARTY TRANSACTIONS:

All related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

During the financial year, pursuant the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other related parties were in the nature of transactions requiring disclosure under Section 188 of the Companies Act, 2013. Accordingly, Form AOC-2 is not applicable to the Company for the financial year under review.

All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review and approval on a quarterly basis.

The Policy on Related Party Transactions, as approved by the Board of Directors, is available on the Company's website at Related Party Transaction Policy.

The details of related party transactions are also disclosed in the notes forming part of the financial statements.

25. MEETINGS OF THE BOARD:

The Board met 8 (Eight) times during the financial year 2025-26. Details of meetings are given in the Corporate Governance Report annexed herewith and forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

26. DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMP"):

i. Director liable to retire by rotation

Pursuant to Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rajnikant Indubhai Thakar, Executive Director of the Company, retires by rotation at the upcoming Annual General Meeting ("AGM") of the Company and being eligible, has offered himself for re-appointment as per the provisions of the Act.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors recommends the re-appointment of Mr. Rajnikant Indubhai Thakar, Director of the Company for the approval of the Members.

ii. Appointment / Re-appointment of director(s)

During the year following changes took place in the Directors of the Company:

Mr. Chintan Rajnikant Thakar (DIN: 09346153) was re-designated as Managing Director of the Company for period of three year from May 08, 2025 to May 09, 2028 at the Extraordinary General Meeting held on May 10, 2025.

Mr. Umeshbhai Kantilal Sheth (DIN: 02624372) was re-designated as Whole-time Director of the Company for period of three year from May 08, 2025 to May 09, 2028 at the Extraordinary General Meeting held on May 10, 2025.

Mr. Rajnikant Indubhai Thakar, (DIN: 02644842) was re-designated as Executive Director of the Company for period of three year from May 08, 2025 to May 09, 2028 at the Extraordinary General Meeting held on May 10, 2025.

Mr. Ketankumar Mehta, Independent Director of the Company was re-designated as Non-executive Director of the Company w.e.f August 14, 2025.

Ms. Maheshvari Atri (DIN: 11091124) was appointed as an Additional Director (Non-Executive Independent) w.e.f May 08, 2025 and was regularized as an Independent Director on May 10, 2025 for a term of five years.

iii. Appointment/Resignation of KMP

During the financial year under review there was no change in the KMP.

However, After the closure of financial year, pursuant to the provisions of Section 203 of the Companies Act, 2013, Ms. Richa Kachhawaha resigned from the position of Company Secretary and Compliance Officer of the Company with effect from June 10, 2026 and Ms. Khushboo Yadav was appointed as the Company Secretary and Compliance Officer of the Company with effect from June 11, 2026.

iv. Declarations and Confirmation on Independent Director(s)

a. The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in section 149(6) of the Companies Act, 2013. The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

b. The Board has reviewed integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year; and

c. The Board has confirmed that the independent directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management.

d. All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

The requisite particulars of the Director seeking re-appointment, as required under the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the SEBI Listing Regulations, are set out in the Notice convening the ensuing Annual General Meeting.

27. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. Salient features of Nomination and Remuneration Policy have been disclosed in Corporate Governance Report.

The same is available on the Website of the company at Nomination and Remuneration Policy.

28. COMMITTEES OF BOARD

With an objective of strengthen the governance standards and to comply with the applicable statutory provisions, the Board has constituted various committees. Details of such Committees constituted by the Board are given in the Corporate Governance Report, which forms part of this Annual Report.

29. ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on March 31, 2026 is available on the Company's website at https://www.mothernutrifoods.com/investors/.

30. DISCLOSURE UNDER REGULATION 32 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The details of utilisation of proceeds of initial public offer including deviation or variation, if any for the financial year under review, is given herein below:

(Amount in Lakhs)

Particulars of Issue	Shares Issued	Amount Raised	Amount Utilised	Total unutilized amount
Allotment under Initial Public Offer (IPO)	27,07,200 equity shares of face value of Rs. 10/- each by way of fresh issue; and 6,76,800 equity shares of face value of Rs. 10/- each by way of an offer for sale, at an Offer price of Rs. 117/- per equity share (premium of INR 107 per equity share) through Initial Public Offer (IPO)	3167.42	704.25	2463.17
Total		**3167.42**	**704.25**	**2463.17**

The statement of utilization of IPO has been reviewed by the Audit Committee and the Board of Directors periodically and submitted to the stock exchange in the format as prescribed under regulation 32.

There is no deviation or variation in the use of proceeds of the issue from the objects stated in the prospectus.

31. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

In compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the rules framed thereunder, the Company has constituted an Internal Complaints Committee ("ICC") at its workplaces. The ICC is entrusted with the responsibility of receiving, investigating, and redressing complaints pertaining to sexual harassment of women at the workplace in a fair, impartial, and time-bound manner.

The Company is committed to providing a safe, secure, and inclusive working environment free from harassment and discrimination. It has adopted a Policy on Prevention of Sexual Harassment of Women at Workplace, which outlines the procedures for reporting complaints, conducting inquiries, and ensuring protection against victimization or retaliation. Regular awareness initiatives are also undertaken to sensitize employees about their rights and responsibilities under the Act.

The Policy on Prevention of Sexual Harassment of Women at Workplace is available on the Company's website at https://www.mothernutrifoods.com/investors/.

During the financial year under review, no complaints were received by the Internal Complaints Committee (ICC) under the provisions of the POSH Act. Further, no incidents of sexual harassment were reported at any of the Company's workplaces during the year.

32. COMPLIANCE UNDER THE MATERNITY BENEFIT ACT, 1961:

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the benefits as prescribed under the Act. The Company remains committed to supporting working mothers and promoting a gender-inclusive workplace.

33. PARTICULARS OF EMPLOYEES:

A statement containing the names and other particulars of employees in accordance with the provisions of section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure-C** to this report.

The information required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information 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 ensuing AGM. Any shareholder interested in obtaining a copy of such statement may write to the Company Secretary at the Registered Office of the Company or e-mail to cs@mothernutrifoods.com.

34. DISCLOSURE WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars under Section 134(3)(m) of the Companies Act, 2013 with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo, pursuant to the Companies (Accounts) Rules, 2014 are provided in the **Annexure-D** to the Report.

35. ENVIRONMENT, HEALTH AND SAFETY

Environment

As a responsible corporate citizen and a manufacturer, environmental protection and safety remain paramount priorities for the Company. The Company is committed to strict adherence to all applicable environmental laws and pollution control norms and continuously endeavors to not only comply with statutory requirements but also to adopt best environmental practices.

The Company continuously undertakes initiatives to develop and implement safer process technologies, optimized unit operations, and sustainable systems, thereby strengthening its risk management framework and fostering long-term, sustainable value creation for all stakeholders.

Health and Safety

Health and safety remain a priority for Company's manufacturing operations. Your Company operate under Process Safety Management systems, supported by regular

HAZOP studies, risk assessments, and compliance audits to mitigate operational risks. Regular training programs and emergency response drills promotes a strong safety culture and preparedness across the site. Through governance and continuous improvement, your Company remain committed to the goal of zero harm and safe, responsible operations.

36. INDUSTRIAL RELATIONS

During the year under review, the Company continued to maintain cordial and harmonious industrial relations across all its units and establishments. The relationship between the Management, workmen, and staff remained positive, constructive, and built on mutual trust and respect. Open communication channels, employee engagement initiatives, and a collaborative work culture contributed to maintaining a stable and productive work environment throughout the year.

37. DETAILS OF NODAL OFFICER

In accordance with Rule 7(2A) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the detail of the Nodal Officer of the Company, for the purpose of coordination with Investor
Education and Protection Fund (IEPF) Authority is as under:

Name: Ms. Khushboo Yadav

Designation: Company Secretary and Compliance Officer

Email Id: cs@mothernutrifoods.com

Contact No: +91-9974414123

38. OTHER DISCLOSURES AND INFORMATION

Secretarial Standards

During the year under review, the Company is in Compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.

Annual Listing Fee

The Company shares are listed on SME Platform of BSE Limited and listing fees was paid to the Stock Exchange.

No One Time Settlement

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

39. ACKNOWLEDGMENTS:

Your Company has maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinted efforts of the employees have enabled your Company to remain at the forefront of the industry. Your directors place on records their sincere appreciation for significant contributions made by the employees through their dedication, hard work and commitment towards the success and growth of your Company.

Your directors take this opportunity to place on record their sense of gratitude to the Banks, Financial Institutions, Central and State Government Departments, their Local Authorities and other agencies working with the Company for their guidance and support.

By Order of Board
For Mother Nutri Foods Limited

Sd/-
Chintan Rajnikant Thakar
Managing Director
DIN: 09346153

Sd/-
Umeshbhai Kantilal Sheth
Whole Time Director
DIN: 02624372

Date: August 28, 2026
Place: Mahuva

Annexure-A to Director's Report

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to Section 134(3)(o) of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. Brief outline on CSR Policy of the Company

Corporate Social Responsibility ("CSR") reflects the Company's commitment towards creating a positive and meaningful impact on society and contributing to the welfare and well-being of the community. The Company believes that access to healthy and nutritious food is essential for the well-being and development of individuals and communities, particularly those belonging to underprivileged and economically weaker sections of society.

Guided by this philosophy, the Company has undertaken CSR initiatives aimed at supporting and providing healthy and nutritious food to needy and underprivileged people. Through such initiatives, the Company seeks to contribute towards addressing hunger and malnutrition and promoting the overall health and well-being of the community.

The Company's CSR Policy embodies its philosophy of discharging its responsibility as a socially responsible corporate citizen and provides the framework for undertaking socially beneficial programmes and initiatives for the welfare and sustainable development of the community at large. The Company endeavours to undertake its CSR activities in a structured and meaningful manner, in accordance with the provisions of the Companies Act, 2013, read with Schedule VII thereto and the rules framed thereunder.

Through its CSR initiatives, the Company remains committed to contributing towards building a healthier, more inclusive and equitable society and creating a sustainable positive impact on the lives of those in need.

The Company's CSR policy is available on web link: CSR Policy

2. The Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	No. of Meetings held	No. of Meetings attended
1.	Mr. Chintan Thakar	Chairman	2	2
2.	Mr. Umeshbhai Sheth	Member	2	2
3.	Mr. Kaushik Mehta	Member	2	2

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

Composition of Committees and CSR Policy

4. Provide the executive summary along with web-links of Impact assessment of CSR projects carried out in pursuance of Sub-rule (3) of Rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable:

Not Applicable during the year under review

5.

- **A. Average net profit of the company as per section 135(5):** Rs. 508.10 Lakhs
- **B. Two percent of average net profit of the company as per Section 135 (5):** Rs. 10.16 Lakhs
- **C. Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** Nil.
- **D. Amount required to be set off for the financial year, if any:** Nil
- **E. Total CSR obligation for the financial year 2025-26 ((b)+ (c)- (d)):** Rs. 10.16 Lakhs

6.

(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): 10.20 Lakhs

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Nil

(d) Total amount spent for the Financial Year [(a)+ (b)+ (c)]: 10.20 Lakhs

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in Rs.)	Amount unspent (Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
10,20,000	-		-		

(f) Excess amount for set-off, if any

Sr. No.	Particulars	Amount (in Rs.)
(i)	Two percentage of average net profit of the company as per section 135(5)	10,16,212
(ii)	Total amount spent for the Financial Year	10,20,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	3,787
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

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

Sr. No	Preceding Financial Year(s)	Amount transferred to unspent CSR Account under Section 135(6) (in Rs.)	Balance Amount in Unspent CSR Account under Section 135(6) (in Rs.)	Amount spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to Section 135(5), if any	Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
1.	2022-23	Not Applicable					
2.	2023-24						
3.	2024-25						

8. Whether any capital asset have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year 2025-26: Nil

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Nil

Sd/-
Chintan Rajnikant Thakar
Managing Director &
Chairman of CSR Committee
DIN: 09346153

Sd/-
Kaushik Mehta
Independent Director &
Member of CSR Committee
DIN: 08291188

Date: August 28, 2026
Place: Mahuva

Annexure B to Director's Report

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 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,
Mother Nutri Foods Limited
CIN: L51909GJ2022PLC128485
Registered Address: Survey No 276/1, Opp. Petrol Pump,
At Otha, Bhavnagar, Mahuva, 364295, Gujarat, India.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mother Nutri 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 my 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, I 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2026, according to the provisions of:

(i) The Companies Act, 2013 and the Rules made thereunder

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investments, overseas direct investments, external commercial borrowings; - (Overseas Direct Investments and External Commercial Borrowings are not applicable to the Company during the Audit Period).

(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 to the Company during the Audit Period)

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – (Not Applicable to the Company during the Audit Period)

(e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021– (Not Applicable to the Company during the Audit Period)

(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 to the Company during the Audit Period)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – (Not Applicable to the Company during the Audit Period) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – (Not Applicable to the Company during the Audit Period)

(iv) Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:

1. Food Safety and Standards Act, 2006;
2. Factories Act, 1948;
3. Industries (Development & Regulation) Act, 1951;
4. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc;
5. Air (Prevention & Control of Pollution) Act 1981 and rules thereunder;
6. The Environment (Protection) Act, 1986;
7. Water (Prevention and Control of Pollution) Act, 1974;
8. Acts as prescribed under Direct Tax and Indirect Tax;
9. Acts as prescribed under Shops and Establishment Act of various local authorities.

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

a) Secretarial Standards issued by The Institute of Company Secretaries of India

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made there under.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to filing of certain e-forms with additional fees.

I further report that, during the audit period:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the year under review were carried out in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

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.

As per the minutes, the decisions at the Board Meetings were taken unanimously. I further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For, Yati Mittal & Associates
Company Secretaries

Sd/-
CS Yati Mittal
Proprietor
Membership No. A60378
CP. No. 25176
Peer Review No. 7218/2025
UDIN: A060378H001238995

Date: August 18, 2026
Place: Delhi

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

Annexure 'A'

To,
The Members,
Mother Nutri Foods Limited
CIN: L51909GJ2022PLC128485
Registered Address: Survey No 276/1, Opp. Petrol Pump,
At Otha, Bhavnagar, Mahuva, 364295, Gujarat, India.

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, I have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of the procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Yati Mittal & Associates
Company Secretaries

Sd/-
CS Yati Mittal
Proprietor
Membership No. A60378
CP. No. 25176
Peer Review No. 7218/2025
UDIN: A060378H001238995

Date: August 18, 2026
Place: Delhi

Annexure C to Director's Report

PARTICULARS OF EMPLOYEES
(Pursuant to rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2025-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2025-26.

Sr. No.	Name of Directors/KMP	% increase/ decrease in remuneration in FY 2025-26	Ratio of remuneration of each Director to median of remuneration of employees for FY 2025-26
1	Mr. Chintan Rajnikant Thakar Chairman & Managing Director	0%	1.60
2	Mr. Umeshbhai Kantilal Sheth Whole-Time Director	0%	1.60
3	Mr. Rajnikant Indubhai Thakar Executive Director	0%	1.60
4	Mr. Ketankumar Kiritbhai Mehta Non-Executive Director	NA	-
5	Mr. Kaushik Bipinchandra Mehta Independent Director	NA	-
6	Ms. Tanvi Mafatlal Patel Independent Director	NA	-
7	Ms. Maheshvariben Atri[1] Independent Director	NA	-
8	Mr. Anup Gopaldas Patel[2] Chief Financial Officer	NA	-
9	Ms. Richa Kachhawaha[3] Company Secretary	NA	-

[1] Ms. Maheshvari Atri was appointed w.e.f. May 08, 2025.
[2] Mr. Anup Gopaldas Patel was appointed on December 19, 2024, since the remuneration is only for part of the FY 2024-25, percentage increase in remuneration is not comparable and hence not stated.
[3] Ms. Richa Kachhawaha was appointed on July 05, 2024 and resigned w.e.f. June 10, 2026, since the remuneration is only for part of the FY 2024-25, percentage increase in remuneration is not comparable and hence not stated.

Note: Since the Non-Executive Director and Independent Directors received no remuneration except sitting fee (if any) for attending Board/ Committee meetings, the required details are not applicable.

2. In the Financial Year, there was decrease of 11.12% in the median remuneration of employees.

3. There were 32 permanent employees on the role of Company as on March 31, 2026.

4. There was decrease of 9.17% in average percentage in the salaries of employees other than the managerial personnel in the last financial year i.e., 2025-26, whereas there was decrease of 18.43% in average percentage in the managerial remuneration for the same financial year. The criteria for remuneration of managerial personnel are based on the remuneration policy as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors and as per industry benchmarks.

5. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

Annexure D to Director's Report
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out hereunder.

A. CONSERVATION OF ENERGY

(i) The steps taken or impact on conservation of energy:

The Company is engaged in the manufacturing of peanut butter and continuously endeavors to conserve energy and improve energy efficiency in its manufacturing operations. During the year under review, the Company undertook the following measures:

- Regular monitoring and optimization of electricity consumption in manufacturing and packaging operations.
- Preventive maintenance of plant and machinery to ensure efficient energy utilization.
- Use of energy-efficient lighting systems in manufacturing and administrative areas.
- Awareness initiatives among employees for efficient use of electricity and utilities.
- The Company has initiated implementation of an energy-efficient LED lighting system with smart controls across its manufacturing facilities and office premises to reduce electricity consumption and improve operational efficiency. The resulting energy savings will support future factory expansion and help offset additional electricity demand from new Machinery.

These measures have contributed to improved operational efficiency and reduction in avoidable energy consumption.

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

The Company evaluates the feasibility of using alternate and renewable sources of energy for its manufacturing facilities. During the year, the Company continued its efforts toward identifying suitable energy-efficient and renewable energy solutions for future implementation.

(iii) Capital Investments on energy conservation equipment:

During the financial year 2025-2026, the Company did not incur any material capital expenditure specifically on energy conservation equipment.

B. TECHNOLOGY ABSORPTION

(i) Efforts made towards technology absorption:

The Company has undertaken continuous efforts for technology upgradation and process improvement in manufacturing operations, including:

- Adoption of improved processing and packaging practices.
- Enhancement of quality control systems and food safety measures.

- Use of technology for production planning, inventory management and process monitoring.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

The above initiatives have resulted in:

- Improved product quality and consistency.
- Better process efficiency and productivity.
- Reduction in wastage and operational costs.
- Enhanced food safety and customer satisfaction.

(iii) Information regarding imported technology:

The Company has not imported any technology during the year under review.

(iv) The expenditure incurred on research and development:

The Company continues to focus on product quality improvement and process enhancement. However, no material expenditure was incurred on research and development during the year under review.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars of earning and expenditure in foreign exchange during the year are given as follows:

(Rs. in lakhs)

Particulars	FY 2025-26	FY 2024-25
EARNINGS & OUTGO		
a. Foreign Exchange inward	2,696.14	3,137.16
b. Foreign Exchange outgo	93.92	82.16

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Indian Economic Review

India continues to demonstrate strong economic momentum and it is expected to remain the fastest-growing major economy over the next two years, supported by resilient consumption, improving rural demand, expanding services and a growing share of high-value manufacturing in exports, with GDP growth reached 6.2% in FY2026 following 6.5% in FY2025.

Indian Economy - Inflation and Monetary Policy

In FY26, annual inflation declined to 1.7%, compared with 4.7% in the previous year. This moderation was supported by favourable weather conditions, stable commodity prices, improved supply chains and a sharp fall in vegetable prices.

Amid easing inflationary pressures, the Reserve Bank of India reduced the repo rate by 25 basis points to 6.25% in April, marking the first rate cut of 2025, followed by a further reduction to 5.50% in June. Alongside this, urban unemployment showed signs of improvement in FY2026, reflecting gradual strengthening in the labour market. Together, these factors are supporting consumption growth, driven by improved liquidity and rising disposable incomes.

These developments, combined with rising disposable incomes and increasing urbanisation, are supporting consumption-led growth. Changing consumption patterns—particularly the shift toward branded, value-added and convenience-driven products—are further strengthening demand across sectors, including FMCG and dairy.

Industry Dynamics

In FY2026, the agriculture sector experienced a growth of 3.5% in Q2, the industry sector expanded by 7% in H1 and the service sector is anticipated to grow by 9.1%. The core sector had grown by 2.6% from April to December in 2025. India Manufacturing Purchasing Managers' Index (PMI) surged to 56.90 in February 2026. This marked a four-month high and signals a notable improvement in operating conditions. The net Goods and Services Tax (GST) collections rose by 7.1% to ₹19.34 lakh crores in the fiscal year 2026, reflecting an increase in economic activity despite global economic challenges.

Outlook of Indian Economy

In FY2027, the Indian economy is expected to witness stronger growth compared to the previous year, with real GDP projected to expand between 7% and 7.4%, supported by robust private consumption.

While global uncertainties such as economic slowdown and rising protectionist measures could pose risks to growth, India's ongoing trade engagements are expected to provide a counterbalance. Trade agreements with key partners such as the United Kingdom, the United States and the European Union are likely to strengthen bilateral trade by improving market access for goods and services.

These agreements emphasise labour-intensive sectors, support the "Make in India" initiative, enhance export competitiveness and facilitate greater mobility for Indian professionals through simplified access for service providers, business visitors and independent professionals.

(Sources: PIB, IBEF, PRS India, Indie Briefing, Economics Times, Reuters, USembassy, weforum)

Global Peanut Butter Market

The global peanut butter industry continues to witness steady growth, driven by increasing consumer preference for nutritious, protein-rich, plant-based and convenient food products. Peanut butter has evolved from being a traditional spread into a functional food category, supported by rising health consciousness, fitness trends, demand for clean-label products and increasing adoption of high-protein diets.

According to industry estimates, the global peanut butter market was valued at approximately USD 4.6 billion in 2025 and is projected to reach around USD 6.5 billion by 2034, registering a CAGR of approximately 3.8% during the forecast period. Growth is expected to be supported by increasing demand for healthy breakfast options, expansion of organised retail and growth of online food channels.

North America continues to remain one of the largest markets for peanut butter due to established consumption patterns, while emerging markets in Asia-Pacific are witnessing increased adoption due to changing lifestyles, rising disposable incomes and growing awareness regarding nutritional benefits of peanut-based products.

Indian Peanut Butter Market

The Indian peanut butter market is at an early but rapidly expanding stage, supported by increasing health awareness, growing fitness culture, urbanisation and changing dietary preferences among consumers. The category has gained significant traction among millennials, fitness enthusiasts and consumers seeking affordable sources of plant-based protein.

The Indian peanut butter market was estimated at approximately USD 167 million in 2025 and is expected to grow to around USD 305 million by 2034, representing a CAGR of approximately 6.5%. The growth is expected to be driven by increasing penetration of modern retail, e-commerce platforms, premium food categories and demand for healthier alternatives to conventional spreads.

Operating Landscape in 2025

The global FMCG sector maintained steady growth, driven by population expansion and increasing demand for premium products. Within this environment, the dairy industry experienced stable demand in mature markets such as the EU and the U.S., alongside continued growth across Asia and Africa.

(Sources: [1] IMARC Group – Peanut Butter Market Report: Global Industry Trends, Share, Size, Growth, Opportunity and Forecast 2026-2034.

[2] IMARC Group – India Peanut Butter Market Report: Industry Trends, Share, Size, Growth, Opportunity and Forecast 2026-2034.)

The European Union led the global dairy market with a 41% share, followed by Oceania at 25%, reflecting strong export positions. New Zealand, the EU and India remained key global exporters.

Off-trade channels accounted for 92.27% of total sales, supported by the expansion of organised retail and e-commerce across markets such as China, India and Japan.

Key Industry Trends

1. Rising Demand for Protein-Rich Foods

Consumers are increasingly seeking products that provide nutritional benefits along with convenience. Peanut butter, being naturally rich in protein, healthy fats and essential nutrients, has gained acceptance as a preferred food product among health-conscious consumers.

2. Premiumisation and Product Innovation

The industry is witnessing increased demand for differentiated products, including:

- Organic peanut butter;
- No-added-sugar variants;
- High-protein formulations;
- Flavoured spreads;
- Crunchy and smooth variants; and
- Products catering to specific dietary preferences.

Manufacturers are continuously innovating to address evolving consumer preferences and create higher-value product offerings.

3. Growth of Private Label Manufacturing

Global retailers and emerging food brands are increasingly partnering with specialised manufacturers for private-label production. This trend provides significant opportunities for Indian manufacturers having modern processing facilities, quality certifications and export capabilities.

4. Expansion Through Digital Channels

The growth of e-commerce, quick commerce and direct-to-consumer platforms has improved accessibility of peanut butter products beyond traditional retail channels. Online platforms have enabled brands to reach wider consumer segments with lower distribution barriers.

Competitive Landscape

The peanut butter market comprises global FMCG companies, health-food brands and specialised manufacturers. Key players include established international brands as well as emerging Indian brands focusing on nutrition and wellness categories.

(Sources: [1] IMARC Group – Peanut Butter Market Report: Global Industry Trends, Share, Size, Growth, Opportunity and Forecast 2026-2034.

[2] IMARC Group – India Peanut Butter Market Report: Industry Trends, Share, Size, Growth, Opportunity and Forecast 2026-2034.)

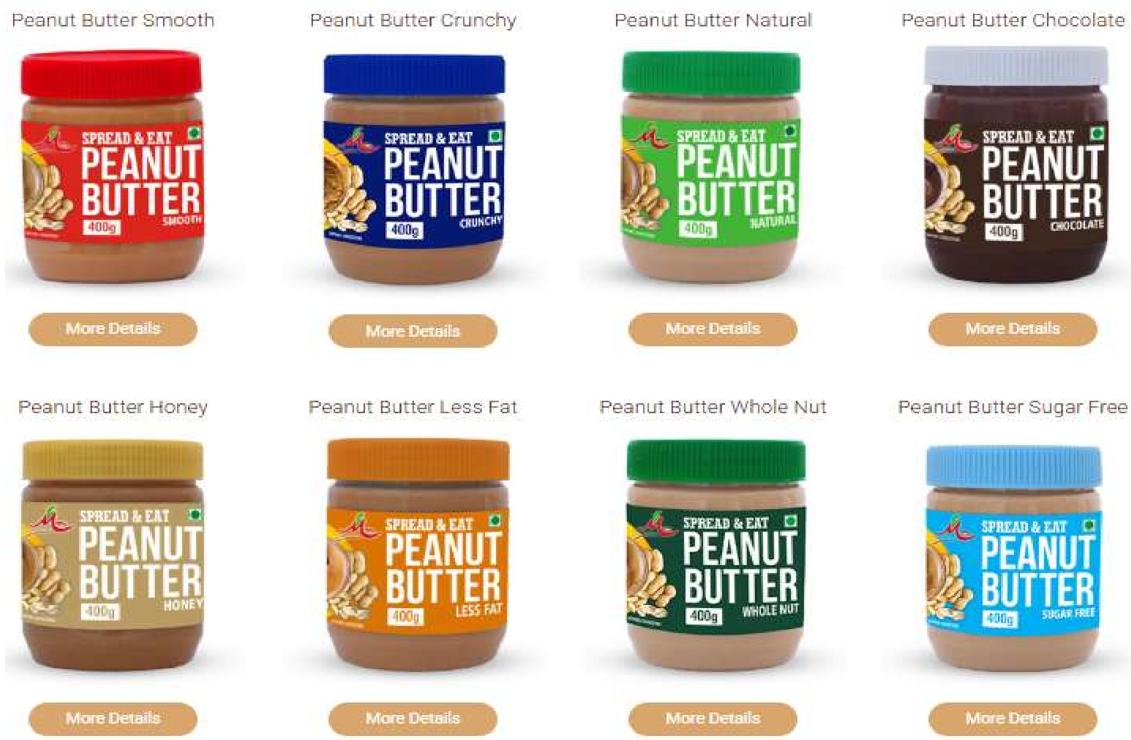
The competitive environment is characterized by:

- Product quality and food safety standards;
- Brand recognition;
- Distribution network;
- Product innovation;
- Export capabilities; and
- Ability to provide customised/private-label solutions.

Our Products

We are a B2B peanut butter manufacturing Company offering 10 flavours and 12 ranges of peanut butter. We also offer the peanut butter under own brand “Spread & Eat” in countries like Libya and Dubai. Further, we have recently started selling the peanut butter in Japan under our own brand. We also engage in private labelling, manufacturing peanut butter for domestic and international customers, including hypermarkets, supermarkets, and retail chains. Our private label clients are based in countries such as the United Kingdom, Canada, South Africa, Mauritius, Russia, the British Virgin Islands, Spain, the United Arab Emirates, Saudi Arabia, Nepal, Bangladesh, the Philippines, Mexico, Kuwait, Israel, the United States, Oman, Kenya, Germany, and Portugal. Our private labelling services allows our customers to offer peanut butter under their own brand name, while we manage the production, supply and quality control

Our Company offers peanut butter in flavours like chocolate, honey, coconut, cinnamon, pineapple, strawberry, etc of which Chocolate is the major contributor. Further our peanut butter offering range includes natural, creamy, crunchy, less fat, whole nut, high protein and no added sugar & salt.



Operational Review

During FY2026, the Company demonstrated strong performance across regions and product lines, achieving market share growth and enhanced operating margins compared to the previous year.

(Rs in Lakhs)

Financial Year	Revenue From Operation	EBITDA	PAT
2025-26	12,327.83	1418.43	1,163.88
2024-25	9,024.31	774.15	663.46
2023-24	8,091.59	598.64	462.87

Company Overview

Established in 2012 under the name "Mother Nutri Foods" and subsequently renamed as Mother Nutri Foods Limited, the Company is based in Mahuva, Gujarat, a city widely recognized as the "Bowl of India". Since its inception, the Company has grown into a trusted manufacturer, exporter, and wholesale supplier of a diverse range of peanut-based products, including peanut butter, peanut spreads, and semi-processed peanuts. With a commitment to quality and customer satisfaction, Mother Nutri Foods Limited continues to strengthen its presence in domestic and international markets.

Our journey began with the commitment to deliver health and nutrition through delicious peanut butter, made with hand-picked peanuts (HPS) and lots of love. Mother Nutri Foods Limited is recognized globally for our strict quality and food safety policies. We are certified with all food safety compliance standards.

With a commitment to health and nutrition, we produce more than 30 types of peanut butter and spreads, catering to the specific needs of our customers. Additionally, we offer more than 50 brands for private labeling across the globe. Our products are currently available in the following countries: UK, USA, Canada, Australia, New Zealand, South Africa, Mauritius, Kenya, Russia, British Virgin Islands, Nigeria, Norway, Spain, Netherlands, Poland, U.A.E., Saudi Arabia, Iran, Iraq, Oman, India, Nepal, Bangladesh, Singapore, and Thailand.

Our dedication to excellence begins with sourcing the finest Indian peanuts, meticulously cultivated in the fertile soils of the Saurashtra region in Gujarat. This ensures our peanut butter maintains its purity, free from any microbial, chemical, or physical contaminants that might compromise its quality and shelf life. Not only do these peanuts guarantee exceptional taste, but they also impart a rich aroma, inviting you to savor every spoonful of our delectable peanut butter.

Operating from a cutting-edge facility equipped with state-of-the-art machinery imported from the USA, we meticulously control every aspect of production. From the color and consistency of our peanut butter to its nutritional integrity and safety, our focus remains firm on delivering products of the highest caliber.

Our unwavering commitment to food safety and quality is evident in every step of our process. Adhering to European standards, our dedicated quality team ensures that all regulations are carefully followed within our facility, providing our customers with peace of mind with every jar of Mother Nutri Foods Limited peanut butter.

Cautionary Statement: Statements in the Management Discussion and Analysis Report describing the company's objectives, projections, estimates, expectations or projections may be 'forward looking statements' within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the company's operations include economic and political conditions in which the company operates, interest rate fluctuations, changes in Government/RBI regulations, tax laws, other statues and incidental factors.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON COPORATE GOVERNANCE

Your Company believes in adopting the best corporate governance practices, based on the following principles in order to maintain transparency, accountability and ethics:

- Recognition of the respective roles and responsibilities of the management;
- Independent verification and assured integrity of financial reporting;
- Protection of Shareholders' right and priority for investor relations; and
- Timely and accurate disclosure on all material matters concerning operations and performance of your Company.

Keeping the above in mind, your Company is fully committed to conduct its affairs in a fair and transparent manner and to enhance shareholders value while complying with the applicable Rules and Regulations. We are in compliance with the requirements of the Corporate Governance enshrined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations").

2. BOARD OF DIRECTORS

The Board, being the trustee of the Company, responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations.

Composition of the Board

The company's present Board of Directors comprises of 7 (Seven) Directors as on March 31, 2026 out of which 1 (One) is Promoter cum Managing Director, 1 (One) is Promoter cum Whole-time Director, 1 (One) is Promoter cum Executive Director, 1 (One) is Non-Executive and Non-Independent Director and 3 are Non-Executive Independent Directors. The Chairman of the Company is Promoter and Executive. All the Directors have certified that they are not members of more than 10 (Ten) Committees and do not act as Chairman of more than 5 (Five) Committees across all the Companies in which they are Directors.

The Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

No other director is related to each other, except Mr. Rajnikant Indubhai Thakar who is father of Mr. Chintan Rajnikant Thakar.

The Composition of Board of Directors as on 31st March, 2026 is as follows:

Name of Director	Category	Total No. of Other Directorship**	Details of Committees#		Directorship in other Listed Companies
			Chairman	Member	
Mr. Chintan Thakar (DIN: 09346153)	Managing Director	Nil	-	-	No
Mr. Umeshbhai Sheth (DIN: 02624372)	Whole Time Director	Nil	-	-	No
Mr. Rajnikant Thakar (DIN: 02644842)	Executive Director	Nil	-	-	No
Mr. Ketankumar Mehta (DIN: 10530107)	Independent Director	Nil	-	-	No
Mr. Kaushik Mehta (DIN: 08291188)	Independent Director	Nil	-	-	No
Ms. Tanvi Patel[1] (DIN: 10808925)	Independent Director	2	-	2	1
Ms. Maheshvariben Atri[2] (DIN: 11091124)	Independent Director	1	-	1	1

**Excludes Private Limited Companies, Foreign Companies and Section 8 Companies.
#Includes only Audit Committee and Stakeholders' Relationship Committee of other Companies.

[1] was regularized as an Independent Director on May 10, 2025.

[2] was appointed as an Additional Director (Non-Executive, Independent) w.e.f. May 08, 2025 and was regularized as an Independent Director on May 10, 2025.

Board Meetings and Procedure:

The internal guidelines for Board/Committee meetings facilitate the decision-making process at the meetings of the Board/Committees in an informed and efficient manner.

Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings.

Agenda papers and Notes on Agenda are circulated to the Directors, in advance, in the defined Agenda format. All material information is being circulated along with Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. In order to transact some urgent business, which may come up after circulation agenda papers, the same is placed before the Board by way of Table agenda or Chairman's agenda. Frequent and detailed deliberation on the agenda provides the strategic road-map for the future growth of the Company.

Minimum 4 (Four) Board meetings are held every year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. The meetings are usually held at the Company's Registered Office at Survey No 276/1, Opp. Petrol Pump, At Otha, Bhavnagar, Mahuva, 364295, Gujarat, India.

Detailed presentations are made at the Board/Committee meetings covering Finance, major business segments and operations of the Company, terms of reference of the Committees, global business environment, all business areas of the Company including business opportunities, business strategy and the risk management practices before taking on record the quarterly/half yearly/annual financial results of the Company.

The required information as enumerated in Part A of Schedule II to SEBI Listing Regulations is made available to the Board of Directors for discussions and consideration at every Board Meetings. The Board periodically reviews compliance reports of all laws applicable to the Company as required under Regulation 17(3) of the SEBI Listing Regulations.

The important decisions taken at the Board/Committee meetings are communicated to departments concerned promptly. Action taken report on the decisions taken at the meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting by the Board/Committee.

During the Financial Year 2025-26, the Board of Directors of your Company met 8 (Eight) times which were held on 22-04-2025, 08-05-2025, 14-07-2025, 11-08-2025, 14-08-2025, 18-08-2025, 01-12-2025 and 12-03-2026.

The details of attendance of each Director at Board Meetings held in the Financial Year and the last Annual General Meeting are as under:

Date of Board Meeting	**Name of Directors**						
	Mr. Chintan Thakar	**Mr. Umeshbhai Sheth**	**Mr. Rajnikant Thakar**	**Mr. Ketan Mehta**	**Mr. Kaushik Mehta**	**Ms. Tanvi Patel[1]**	**Ms. Maheshvari Atri[2]**
22-04-2025	Yes	Yes	Yes	Yes	Yes	Yes	NA
08-05-2025	Yes	Yes	Yes	Yes	Yes	Yes	NA
14-07-2025	Yes	Yes	Yes	Yes	Yes	Yes	Yes
11-08-2025	Yes	Yes	Yes	Yes	Yes	Yes	Yes
14-08-2025	Yes	Yes	Yes	Yes	Yes	Yes	Yes
18-08-2025	Yes	Yes	Yes	Yes	Yes	Yes	Yes
01-12-2025	Yes	Yes	Yes	Yes	Yes	Yes	Yes
12-03-2026	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Total No. of Board Meetings Attended	**8**	**8**	**8**	**8**	**8**	**8**	**6**
Attendance at the last Annual General Meeting held on 10th September, 2025							
10-09-2026	Yes	Yes	Yes	Yes	Yes	Yes	Yes

[1] Ms. Tanvi Patel was regularized as Director on May 10, 2025.

[2] Ms. Maheshvari Atri was appointed as an Additional Director (Non-Executive, Independent) on May 08, 2025 and was regularized as Director on May 10, 2025.

During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors.

Hence, the Company is in compliance of condition of clause 10(j) of Schedule V of the SEBI Listing Regulations.

Confirmation as regards independence of Independent Directors

It is confirmed that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management.

Detailed reasons for the resignation of an independent director

During the year under review none of the independent director has tendered their resignation from the post of independent director.

Code of Conduct for Board & Senior Management Personnel

Your Company has adopted a Code of Conduct for Board Members & Senior Management Personnel and the declaration from the Managing Director, stating that all the Directors and the Senior Management Personnel of your Company have affirmed compliance with the Code of Conduct has been included in this Report.

The Code has been posted on your Company's website at Code of Conduct for Board and Senior Management Personnel.

Profile of Directors seeking appointment / re-appointment:

The brief profile and other information of the director's seeking re-appointment is provided in the notice convening the Annual General Meeting.

Meeting of Independent Directors

During the year, a meeting of Independent Directors was held on March 12, 2026 to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of the flow of information between the management and the Board. Ms. Tanvi Patel, Chairperson of the Meeting presented the views of the Independent Directors on matter relating to Board processes and overall affairs of the Company to the full Board. All the Independent Directors were present in the meeting.

Familiarization programs for Independent Directors

The Board familiarization program comprises of the following:-

- Induction program for new Independent Directors;
- Presentation on business and functional issues
- Updating of business, branding, corporate governance, regulatory developments and investor relations matters

All new Independent Directors are taken through a detailed induction and familiarization program when they join the Board of your Company. The induction program is an exhaustive one that covers the history and culture of your company, background of the Company and its growth over the decades, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions.

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company by providing various presentations at Board/ Committee meetings from time to time. These presentations provide a good understanding of the business to the Independent Directors which covers various functions of the Company and also an opportunity for the Board to interact with the next level of management. There are opportunities for Independent Directors to interact amongst themselves.

Apart from the above, the Directors are also given an update on the environmental and social impact of the business, branding, corporate governance, regulatory developments and investor relations matters.

The details of the Familiarization programmes can be accessed on the website on the Company Familiarisation Programme.

Disclosure of relationships between directors inter-se

Following relationships exist between executive directors –

Director	Other Director	Relationship
Mr. Chintan Thakar	Mr. Rajnikant Thakar	Mr. Rajnikant Thakar is Father of Mr. Chintan Thakar.

None of the Independent Directors are related to each other or with any other executive directors.

3) BOARD COMMITTEES

During the Financial Year under review, the Board had following Committee(s):

a) Audit Committee

b) Stakeholders Relationship Committee

c) Nomination and Remuneration Committee

d) Corporate Social Responsibility Committee

The Board decides the term of reference of these committees and assignment of its Members thereof.

A) Audit Committee

Composition, meetings and attendance

The Audit Committee of your Company has been constituted as per the requirements of Section 177 of the Companies Act, 2013 and SEBI Listing Regulations. The Chairman of the Audit Committee is an Independent Director and two-third of the members of the Audit Committee are Independent Directors. During the Financial

Year 2025-26, the Committee met 4 (Four) times on 18-08-2025, 01-12-2025, 05-02-2026 and 12-03-2026.

The composition of the Audit Committee as on 31st March, 2026 and the attendance of the members in the meetings held during the Financial Year 2025-26 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. Kaushik Mehta	Chairman	4
Ms. Tanvi Patel	Member	4
Mr. Chintan Thakar	Member	4

The Company Secretary of the Company acted as the Secretary to the Committee.

Terms of Reference:

The broad terms of reference of the Audit Committee include the following as has been mandated in Section 177 of Companies Act, 2013 and SEBI Listing Regulations:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
   i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   ii. Changes, if any, in accounting policies and practices and reasons for the same;
   iii. Major accounting entries involving estimates based on the exercise of judgment by management;
   iv. Significant adjustments made in the financial statements arising out of audit findings;
   v. Compliance with listing and other legal requirements relating to financial statements;
   vi. Disclosure of any related party transactions;
   vii. Qualifications in the draft audit report.

5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer

document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Review and monitor the auditor's independence, performance and effectiveness of audit process.

8. Approval or any subsequent modification of transactions of the company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

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

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

14. Discussion with internal auditors any significant findings and follow up there on.

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

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

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

18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.

19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;

20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

21. Management discussion and analysis of financial condition and results of operations;

22. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.

23. Management letters/letters of internal control weaknesses issued by the statutory auditors.

24. Internal audit reports relating to internal control weaknesses.

25. The appointment, removal and terms of remuneration of the Chief Internal Auditor.

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

27. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

28. To investigate any other matters referred to by the Board of Directors.

29. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall mandatorily review the following information:

a. Management discussion and analysis of financial information and results of operations;
b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
d. Internal audit reports relating to internal control weaknesses; and
e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

A structured and documented communication framework between Those Charged with Governance (TCWG) and the Statutory Auditors facilitates timely, open, and constructive engagement throughout the audit cycle, enabling effective oversight of audit quality, auditor independence, significant accounting judgments, internal control matters, and regulatory compliance. The Company remains committed to ethical conduct, robust disclosure practices, and continuous strengthening of governance processes in line with applicable laws and evolving best practices. Towards this, the Audit Committee has been designated as TCWG and the Chairman of the Audit Committee is the Nodal Person to facilitate two way communication between the Statutory Auditors and the Board and the Audit Committee.

The Chief Financial Officer and the representatives of the Statutory Auditors and Internal Auditors are invited to attend the meetings of the Audit Committee.

B) Stakeholders Relationship Committee

Composition, meetings and attendance

The Stakeholders' Relationship Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act, 2013 and SEBI Listing Regulations. The Chairman of the Committee is an Independent Director. During the Financial Year 2025-26, the Committee met 1 (One) time on 12-01-2026.

The composition of the Stakeholder's Relationship Committee as on 31st March, 2026 and the attendance of the members in the meetings held during the Financial Year 2025-26 are as follows:

Name of Member	Designation	No. of meetings attended
Ms. Tanvi Patel	Chairperson	1
Mr. Ketan Mehta	Member	1
Mr. Rajnikant Thakar	Member	1

The Company Secretary of the Company acted as the Secretary to the Committee.

Terms of Reference

The terms of reference of the Stakeholders Relationship Committee includes the matters specified under Regulation 20 of SEBI Listing Regulations, 2015 as well as Section 178 of the Companies Act, 2013.

1. Efficient transfer of shares, including review of cases for refusal of transfer/transmission of Shares and Debentures, demat/remat of shares;
2. Redressal of Shareholder and Investor complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends etc.;
3. Issue of new/duplicate/split/consolidated Share Certificates;
4. Allotment of Shares;
5. Review of cases for refusal of transfer/transmission of Shares and Debentures;
6. Reference to Statutory and Regulatory authorities regarding Investor Grievances; and
7. To otherwise ensure proper and timely attendance and redressal of Investor's queries and grievances;
8. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, no receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;

9. Review of measures taken for effective exercise of voting rights by shareholders;
10. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
11. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company.

Other function roles duties powers etc. have been clearly defined in line with the Regulation 20 of the Listing Regulations and kept flexible for medication by the Board from time to time.

Status of investors' complaints

The status of investor's complaints as on March 31, 2026 is as follows:

Number of complaints as on April 1, 2025.	Nil
Number of complaints received during the year ended on March 31, 2026	Nil
Number of complaints resolved up to March 31, 2026	Nil
Number of complaints pending as on March 31, 2026.	Nil

Name and Designation of Compliance Officer

Ms. Khushboo Yadav, Company Secretary is the Compliance Officer of the Company.

Redressal of Investor Grievances

The Company and its Registrar and Share Transfer Agent addresses all complaints, suggestions and grievances expeditiously and replies are sent usually within 7-10 days except in case of dispute over facts or other legal impediments and procedural issues.

The Company endeavours to implement suggestions as and when received from the investors.

C) Nomination and Remuneration Committee

Composition

The Nomination and Remuneration Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act, 2013 and SEBI Listing Regulations. The Chairman of the Committee is an Independent Director.

During the Financial Year 2025-26, the Committee met 02 (Two) time on August 18, 2025 and March 12, 2026.

The composition of the Nomination and Remuneration Committee as on 31st March, 2026 and the attendance of the members in the meetings held during the Financial Year 2025-26 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. Kaushik Mehta	Chairman	2
Ms. Tanvi Patel	Member	2
Ms. Maheshvari Atri	Member	2

The Company Secretary of the Company acted as the Secretary to the Committee

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee includes the matters specified under Regulation 19 of SEBI Listing Regulations, 2015 as well as Section 178 of the Companies Act, 2013.

Role of committee shall, inter-alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees.;
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.
7. Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
8. Perform such other functions as may be necessary or appropriate for the performance of its duties.
9. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
10. Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
11. Perform such other functions as may be necessary or appropriate for the performance of its duties.

Performance Evaluation Criteria

The Board has carried out an annual evaluation of its own performance and that of its committees, Chairman and individual directors. The criteria for performance evaluation of the Board included aspects like Board composition and quality, Board meeting and procedure, information and functioning, strategic plans and policies etc. The criteria for performance evaluation of committees of the Board included aspects like composition of committees, functions and duties, committee meeting and procedures, management relation etc. The criteria for performance evaluation of the Chairman included his role, managing relationship and leadership. The criteria for performance evaluation of individual directors included participation and contribution in the Board/Committee meetings, managing relationship, knowledge & skills etc.

The performance of non-independent directors was reviewed in the separate meeting of Independent Directors. The performance evaluation of the Board and the individual directors was evaluated by the Board seeking inputs from all the Directors. The performance of the committees was evaluated by the Board seeking inputs from the committee members.

Remuneration Policy:

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavours to attract, retain, develop and motivate the high-caliber executives and to incentivise them to develop and implement the Companies Strategy, thereby enhancing the business value and maintain a high-performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

The Remuneration policy is also placed on the website of the Company can be accessed at www.mothernutrifoods.com.

Salient features of the policy on remuneration of executive and non-executive directors are as under:

Executive Directors:

The Board of Directors in consultation with the Nomination and Remuneration Committee decides on the remuneration payable to the Managing Director/Whole-Time Director. The total remuneration to the Managing Director and Whole-Time Director comprises fixed component consisting of salary and perquisites in accordance with Company’s policy and a profit linked incentive.

Non–Executive Directors:

There were no pecuniary relationship or transactions of the non-executive director’s vis a vis the Company. Non-Executive Independent Directors are paid sitting fees for attending the Board Meetings.

Details of remuneration and sitting fees paid or provided to all the directors during the year ended March 31, 2026 are as under:

(Rs. In Lacs)

Name of Director	Salary & Perquisites	Sitting Fees	Incentives/ Commission	Total
Mr. Rajnikant Thakar	2.25	-	-	2.25
Mr. Umeshbhai Sheth	2.83	-	-	2.83
Mr. Chintan Thakar	2.25	-	-	2.25
Mr. Kaushik Mehta	-	0.18	-	0.18
Mr. Ketan Mehta	-	-	-	-
Ms. Tanvi Patel	-	0.76	-	0.76
Ms. Maheshvari Atri[1]	-	0.39	-	0.39

[1] Ms. Maheshvari Atri was appointed as an Additional Director (Non-Executive, Independent) on May 08, 2025 and was regularized as Director on May 10, 2025.

Notes:

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

(ii) There is no separate provision for payment of severance fees under the resolutions governing the appointment of Managing Director and Whole-time Director.

(iii) The Company has not granted stock options to the Executive Directors or Employees of the Company.

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

The Shareholding of Directors as on March 31, 2026 is as under:

Sr. No	Name of Director	Shareholding	Percentage
1.	Rajnikant Indubhai Thakar	36,57,148	29.18%
2.	Chintan Rajnikant Thakar	2,77,394	2.21%
3.	Umeshbhai Kantilal Sheth	34,62,662	27.62%
4.	Atri Maheshvariben Nileshkumar	Nil	Nil
5.	Tanvi Mafatlal Patel	Nil	Nil
6.	Kaushik Bipinchandra Mehta	Nil	Nil
7.	Ketankumar Kiritbhai Mehta	Nil	Nil
	Total	**73,97,204**	**59.01%**

D) Corporate Social Responsibility Committee:

The Corporate Social Responsibility (CSR) Committee of your Company has been constituted as per the requirements of Section 135 of the Companies Act, 2013 and SEBI Listing Regulations.

Terms of Reference of the Committee, inter alia, includes the following:

a. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act, 2013 and rules made thereunder and review thereof.
b. To formulate and recommend to the Board, an annual action plan in pursuance to CSR Policy.
c. To recommend the amount of expenditure to be incurred on CSR activities.
d. To monitor the implementation of framework of CSR Policy.
e. To review the performance of the Company in the areas of CSR.
f. To institute a transparent monitoring mechanism for implementation of CSR projects/activities undertaken by the Company.
g. To recommend extension of duration of existing project and classify it as on-going project or other than on-going project.
h. To submit annual report of CSR activities to the Board.
i. To consider and recommend appointment of agency/ consultant for carrying out impact assessment for CSR projects, as applicable, to the Board.
j. To review and monitor all CSR projects and impact assessment report.
k. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

During the Financial Year 2025-26, the Committee met 2 (Two) time on 14/08/2025 and 12/03/2026.

The composition of the CSR Committee as on 31st March, 2026 and the attendance of the members in the meetings held during the Financial Year 2025-26 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. Chintan Thakar	Chairman	2
Mr. Umeshbhai Sheth	Member	2
Mr. Kaushik Mehta	Member	2

The Company Secretary acts as a Secretary to the Committee.

4) GENERAL BODY MEETINGS

Details of Annual General Meetings held during the last three financial years:

For the Financial Year	Date of AGM	Time	Venue
2022-23	30-09-2023	3:00 P.M	Registered Office of the Company
2023-24	30-09-2024	3:00 P.M	Registered Office of the Company
2024-25	10-09-2025	3:00 P.M	Registered Office of the Company

All the resolutions proposed by the Directors to shareholders in last three years are approved by shareholders with requisite majority.

Postal Ballot: During the year no Resolution was passed through postal ballot, and no special resolution to be passed by postal ballot as on the date of this report.

a. Details of special resolutions passed in Previous Three AGMs.

Financial Year	Particulars of Special Resolution Passed
2022-23	No Special Resolution passed
2023-24	No Special Resolution passed
2024-25	1. To appoint Kaushik Bipinchandra Mehta (DIN: 08291188) as an Independent Director of the Company. 2. To appoint Mr. Ketankumar Kirit Bhai Mehta (DIN: 10530107) as an Independent Director of The Company. 3. Appointment of Mr. Jatinbhai Kiritkumar Parekh as a Director of the Company. 4. Issue of fully paid-up equity shares on private placement basis. 5. Creation of Charges on the movable and immovable properties of the Company, both present and future in respect of borrowings. 6. Increase in Borrowing powers of the board of Directors pursuant to section 180(1)(c) of the Companies Act 2013. 7. Approval for increase the limits for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons/bodies corporate.

b. Extra-Ordinary General Meeting held during the FY 2025-26:

Sr. No	Date	Name of Resolution
1.	May 10, 2025	To appoint Ms. Atri Maheshvariben Nileshkumar (DIN: 11091124) as an Independent Director of the Company.
		To appoint Ms. Tanvi Mafatlal Patel (DIN: 10808925) as an Independent Director of the Company.

		To appoint Mr. Chintan Rajnikant Thakar as Managing Director.
		To appoint Mr. Umeshbhai Kantilal Sheth as Whole Time Director.
2.	August 05, 2025	Issue of bonus shares.
3.	August 18, 2025	Initial Public Offering of Equity Shares of the Company.

5) MEANS OF COMMUNICATION

a. All Half-year / Annual Financial Results are immediately sent to stock exchanges after being taken on record by the Board.

b. The Company's website www.mothernutrifoods.com contains a separate dedicated section named "Investors" where information for shareholders is available.

6) OTHER DISCLOSURES

A. Related Party Transactions

The disclosure as required by the AS 18 has been made in the notes to the Financial Statement. A policy on related party transactions has been formulated and put up on the website of the Company.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and the Related Party Transaction Policy.

B. Statutory Compliances, Penalties and Strictures.

The Company has complied with the requirements of the Stock Exchange/SEBI/any statutory authorities on all matters related to capital markets. There are no penalties or strictures imposed on the Company by Stock Exchange or SEBI.

C. Whistle Blower Policy / Vigil Mechanism

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

Whistle blower policy of the Company has been uploaded on the website of the Company Whistle Blower Policy.

D. Details of compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with mandatory requirements and has not adopted non-mandatory requirements.

E. Policies of the Company and Code of Conduct

Various policies and code of conduct of the Company are available on its website.

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.

F. Details of non-compliance with regard to capital market.

There is no non-compliance by the Company on any matter related to the capital markets since Listing. Similarly, there are no penalties, strictures imposed by the Stock Exchanges, SEBI or any statutory authority on any matter related to capital market.

G. Disclosure of accounting treatment

There is no deviation in following the treatments prescribed in any Accounting Standard in preparation of financial statements for the year 2025-26.

H. Board disclosures – Risk Management

The Board members of the Company are regularly appraised about the risk assessment and minimization procedures adopted by the Company. The Audit Committee of the Board is also regularly informed about the business risks and the steps taken to mitigate the same. The implementation of the risk assessment and minimization procedures is an ongoing process and the Board members are periodically informed of the status.

I. Certification from Company Secretary in practice:

The Company has obtained certificate from CS Vishal Thawani, Designated Partner of M/s. VTSN and Associates LLP, Practising Company Secretary confirming that none of the Directors of the Company is debarred or disqualified by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such authority from being appointed or continuing as Director of the Company and the same is also attached to this Report.

J. Total fees for all services paid by the Company, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part:

The details of total fees for all services paid by the Company, on a consolidated basis to the Statutory Auditors and all the entities in the network firm/network entity of which the statutory auditor is a part, for the financial year 2025-26 are as follows:

(Rs. in Lakhs)

Sr. No.	Name of Statutory Auditors	Nature of Services	Fees Paid
1	M/s Ratan Chandak & Co LLP	Statutory Audit Fees, Tax Audit Fees and other certification Fees	5.02

K. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has zero tolerance towards sexual harassment at the workplace and have a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. As required under law, an Internal Complaints Committee has been constituted for reporting and conducting inquiry into the complaints made by the victim on the harassments at the work place.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

L. List of core skills / expertise /competencies identified in the context of the business.

The Board continues to identify an appropriate mix of diversity and skills for introducing different perspectives into Board for better anticipating the risks and opportunities in building a long-term sustainable business.

The below table summarizes the key qualifications, skills and attributes which are taken into consideration while nominating to serve on the Board.

Business Strategies	Experience of crafting Successful Business Strategies an understanding the changing regulatory requirements
Financial & Accounting Expertise	Proficiency in financial accounting and reporting, corporate finance and internal controls, corporate funding and associated risks
Governance, Risk and Compliance	Knowledge and experience of best practices in governance structures, policies and processes including establishing risk and legal compliance frameworks, identifying and monitoring key risks.
Innovative	A strong understanding of innovation and technology, and the development and implementation of initiatives to enhance production.
Diversity	Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective

The below table specifies area of focus or expertise of individual Board Member:

Directors	**Area of Skill/Expertise**				
	Business Strategies	**Finance & Accounting Expertise**	**Governance, Risk & Compliance**	**Innovative**	**Diversity**
Mr. Chintan Thakar (Managing Director)	√	√	-	√	√
Mr. Umeshbhai Sheth (Whole-time Director)	√	-	√	√	√
Mr. Rajnikant Thakar (Executive Director)	√	√	√	-	√

Mr. Kaushik Mehta (Independent Director)	-	√	√	-	√
Mr. Ketan Mehta (Non-Executive Director)	√	√	√	-	√
Ms. Tanvi Patel[1] (Independent Director)	-	√	√	-	√
Ms. Maheshvari Atri[2] (Independent Director)	-	√	√	√	√

[1] Ms. Tanvi Patel was regularized as Director on May 10, 2025.

[2] Ms. Maheshvari Atri was appointed as an Additional Director (Non-Executive, Independent) on May 08, 2025 and was regularized as Director on May 10, 2025.

All the Independent Directors have confirmed that they meet the criteria of independence as laid down under Regulation 16(1) (b) of the SEBI (LODR) Regulations and Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, the independent directors fulfill the conditions of independence specified 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (LODR) Regulations and they are also Independent of the Management.

7) GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting (Proposed): Annual General Meeting

Day and date: Thursday, September 24, 2026
Time: 11: 30 a.m.
Venue: Through Video Conferencing / Other Audio Visual Means

b. Financial Year

For accounting and financial reporting purpose, Company follows Financial Year which starts from 1st April each year and ends on 31st March of every succeeding year.

c. Board Meetings approval of Results

The Half-Year Financial Results for the financial year 2026-27 will be taken on record by the Board of Directors as per the following tentative schedule (subject to change, if any):

Half-year ending 30th September 2026: October / November 2026

Half-year ending 31st March 2027: April / May 2027

d. Listing on Stock exchange

The company's Equity shares are listed on BSE Limited (SME Platform) on 03, December 2025. The Company has paid the Annual Listing Fee to the Stock Exchange.

e. Stock Code

ISIN for Equity Shares held in Demat form with NSDL and CDSL is **INE0UH001016**

The BSE scrip code of equity shares is **544623**.

f. **Market Price Data**

Month	BSE Limited	
	Low	High
December 2025	118.40	186.00
January 2026	153.00	186.00
February 2026	142.95	167.00
March 2026	142.10	170.00

(Since the Company was listed on the Stock Exchange on December 03, 2025, the market price data is available from December 03, 2025.)

g. **Registrar and Share Transfer Agent**

Name: Bigshare Services Private Limited
Address: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra,400093
E-mail id: info@bigshareonline.com
Tel. No: 022- 62628200
Fax: 022 – 62638299

h. **Share Transfer System**

The Shares of Company are compulsorily traded in dematerialized form. Shares received in Physical Form are transferred within a period of 15 days from the date of lodgement subject to documents being valid and complete in all respects. The request for dematerialization of Shares are also processed by the R&T agent within stipulated period and uploaded with the concerned Depositories. In terms of SEBI Listing Regulation, Company Secretary in Practice examines the records and processes of Share transfers and issues yearly Certificate which is sent to the Stock Exchanges.

i. **Category wise Summary of Holders / Holdings as on 31st March, 2026:**

Sr. No.	Category of Shareholders.	No. of Shares held	% of total Shares
1.	Promoters, Directors, Relatives and Associates.	82,64,218	65.93
2.	Indian Public	17,63,558	14.06
3.	Banks, Financial Institutions & Insurance Companies/ Mutual Funds	6,22,800	4.97
4.	NRI's / Overseas Body Corporate	-	-
5.	Bodies Corporate	2,40,000	1.91
6.	NBFC Registered with RBI	-	-
7.	Trusts	-	-
8.	Clearing Members (NSDL+CDSL)	-	-
9.	Any Other (HUF)	16,44,444	13.12
	Total	**1,25,35,020**	**100.00**

j. **Dematerialization of Shares & Liquidity**

On March 31, 2026, no shares of Company were held in physical form. The Promoters & Promoters-group shareholding was also fully dematerialized. The aggregate dematerialized shareholding of the Company stood at 100%. Brief position of Company's dematerialized shares is given below:

Sr. No.	Description	Shares	% Holding
1	NSDL	1,01,63,620	81.08
2	CDSL	23,71,400	18.92
	Total	**1,25,35,020**	**100.00%**

k. **Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity**

As on 31st March, 2026, the Company did not have any outstanding GDRs/ADRs/ Warrants or any Convertible instruments.

l. **Credit Rating**

During the year under review, your company has not obtained any credit rating for any instrument, programme or any scheme.

m. **Particulars of Senior Management including the changes therein since the close of FY 2025-26:**

As of March 31, 2026, the following individuals served as senior management personnel of the Company:

Sr. No.	Name of Head of Department
1.	Mr. Anup Gopaldas Patel
2.	Mr. Parth Umeshbhai Sheth
3.	Ms. Richa Kachhawaha
4.	Mr. Vijay Jayeshbhai Thakar

n. **Dividend:**

In view of the planned business growth, your directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2026.

o. **Plant Locations:**

Unit-I Survey No. 276/1, Mahuva-Bhavnagar Road, Opp. Otha Petrol Pump, Otha – 364 295. (Taluka – Mahuva, Dist – Bhavnagar), Gujarat, India.

p. **Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**

During the financial year, the Company has not raised any funds through qualified institutions placement or preferential allotment. Details of utilisation of IPO proceeds forms part of Board report.

q. **Address for Correspondence**

In case any problem or query shareholders can contact at:

Ms. Khushboo Yadav
Company Secretary & Compliance Officer
Office No. Survey No 276/1, Opp. Petrol Pump, At Otha, Mahuva, Bhavnagar - 364295, Gujarat, India.
Email: cs@mothernutrifoods.com

In case of finance and accounts related queries contact at:

Mr. Anup Gopaldas Patel
Chief financial Officer
Survey no 276/1, opp. Petrol pump, at otha, Bhavnagar, Mahuva, 364295
Gujarat, India.
Email: cs@mothernutrifoods.com

Shareholders may also contact Company's Registrar & Share Transfer Agent at:

Bigshare Services Private Limited.
Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093
Phone: 91-22-6263 8200
Fax : 91-22-6263 8299
Email : investor@bigshareonline.com

q. FOREIGN EXCHANGE RISK AND HEDGING

In the ordinary course of business, the Company is exposed to risks resulting from exchange rate fluctuation and interest rate movements. Its management's exposure to these risks through derivative financial instruments. The Company's risk management activities are subject to the management, direction and control of Treasury Team of the Company under the framework of Risk Management Policy for Currency and Interest rate risk as approved by the Board of Directors of the Company. The Company's Treasury Team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes maybe undertaken. The decision of whether and when to execute derivative financial instruments along with its tenure can vary from period to period depending on market conditions and the relative costs of the instruments. The tenure is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored.

8) MD/ CEO/ CFO CERTIFICATION

The MD and CFO have certified to the board with regard to the financial statements and other matters as required by the SEBI Listing Regulations. The certificate is appended as an Annexure to this annual report.

They have also provided quarterly certificates on financial results while placing the same before the Board pursuant to Regulation 33 of the SEBI Listing Regulations.

For and on behalf of the Board of Directors of
Mother Nutri Foods Limited

Sd/-	Sd/-
Chintan Thakar	**Anup Gopaldas Patel**
Managing Director	**Chief Financial Officer**
DIN: 09346153	**PAN:** AKEPP6295L

Date: August 28, 2026
Place: Mahuva

MD / CFO CERTIFICATION

(Under regulation 17(8) of SEBI (LODR) Regulations, 2015)

To,
The Board of Directors,
Mother Nutri Foods Limited

In compliance with Regulation 17(8) read with Schedule II Part B of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby certify that:

A. We have reviewed the Audited Financial Statements for Mother Nutri Foods Limited for the year ended 31st March, 2026 and to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transaction entered into by the listed entity during the year ended 31st March, 2026 which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control system of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee:

(i) That there are no significant changes in internal control over financial reporting during the half year and year ended;
(ii) That there are no significant changes in accounting policies during the half year and year ended; and hence there are no disclosures to be made regarding the same in the notes to the financial results;
(iii) That there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sd/-	**Sd/-**
Chintan Rajnikant Thakar	**Anup Gopaldas Patel**
Managing Director	Chief Financial Officer
DIN: 09346153	PAN: AKEPP6295L

Date: May 30, 2026
Place: Mahuva

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY

[Regulation 34(3) read with Schedule V (Part D) of the SEBI (LODR) Regulations, 2015]

In accordance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we hereby confirm that, all the Directors and the Senior Management personnel of the Company have confirmed compliance with their respective Codes of Conduct, as applicable to them, for the financial year ended March 31, 2026.

For and on behalf of the Board of Directors of
Mother Nutri Foods Limited

Sd/-
Chintan Rajnikant Thakar
Managing Director
DIN: 09346153

Date: August 28, 2026
Place: Mahuva

CERTIFICATE ON 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 of
Mother Nutri Foods Limited
Registered Address: Survey No 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, at Otha, Bhavnagar, Mahuva, 364295, Gujarat, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mother Nutri Foods Limited (CIN: L51909GJ2022PLC128485) and having registered office at Survey No 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, at Otha, Bhavnagar, Mahuva, 364295, Gujarat, India (hereinafter referred to as "the Company"), produced before us 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 our opinion and to the best of our 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 and 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 March 31, 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. Rajnikant Indubhai Thakar	02644842	25/01/2022
2.	Mr. Umeshbhai Kantilal Sheth	02624372	25/01/2022
3.	Mr. Chintan Rajnikant Thakar	09346153	25/01/2022
4.	Mr. Kaushik Bipinchandra Mehta	08291188	05/03/2024
5.	Mr. Ketankumar Kiritbhai Mehta	10530107	05/03/2024
6.	Ms. Tanvi Mafatlal Patel	10808925	07/11/2024
7.	Ms. Atri Maheshvariben Nileshkumar	11091124	08/05/2025

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our 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.

For **VTSN & Associates LLP**
Practicing Company Secretaries

Sd/-
CS Vishal Thawani
Proprietor
ACS: 43938**, COP:** 17377
UDIN: A043938H001249890

Place: Ahmedabad
Date: August 27, 2026

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MOTHER NUTRI FOODS LIMITED (formerly known as "MOTHER NUTRI FOODS PRIVATE LIMITED")

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of **MOTHER NUTRI FOODS LIMITED (formerly Known as "MOTHER NUTRI FOODS PRIVATE LIMITED")** (the "Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, and the Statement of Cash Flows for the year ended on that date, Notes to the Financial Statements and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its profit, 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 ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made 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 obtained by us 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 year 31 March 2026. 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 Matter	Auditor's Response
1	**Revenue recognition** Revenue is one of the key performance indicators of the Company and there could be a Risk that revenue is recognized in the incorrect period or before the Completion of delivery obligations to the international customer. There is a risk that export revenue may be recognized before transfer of control to the customer	Our Audit procedures in relation to revenue recognition includes the following: • Assessed the appropriateness of the revenue recognition accounting policies and assessed compliance with the Policies in terms of applicable accounting standards. • Tested the design and operating effectiveness of the controls around revenue recognition. • BRS Obtained and tested a sample of Shipping Bills, Bills of Lading, export invoices and shipping documents to verify that revenue was recognized only upon transfer of control • Evaluated management's assessment of the impact on revenue recognition and consequential impact on the provisions on receivables. • Tested subsequent collections, credit notes issued after year-end and ageing of trade receivables to identify any revenue recognized before transfer of control.

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

The Company's Board of Directors is responsible for 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 and Sustainability 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 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.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with accounting principles generally accepted in India, including the accounting standards specified under section 133 of the of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.
We are 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. As we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 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 Financial Statements that, individually or in aggregate, make 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) evaluating 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.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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, and the Statement of Cashflows dealt with by this Report agree with the books of accounts.

   d. In our opinion, the aforesaid Financial Statements comply with the Accounting standard specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Financial Statements.

   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended:
   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the details of pending income-tax proceedings, wherever applicable, as contingent liabilities in Note 31 to the Financial Statements. Based on the information and explanations given to us, no other pending litigations would materially impact the financial position of the Company.

ii. The Company didn't have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("Intermediaries"), 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;

The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;

Based on the audit procedures that have been 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement

v. There is no dividend declared or paid during the year by the company and hence provisions of section 123 of the companies Act, 2013 are not applicable

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility. The company didn't operate the said facility.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Ratan Chandak & Co. LLP
Chartered Accountants
Firm Reg. No.: 108696W/W101028

RATAN CHANDAK & CO. LLP ★ CHARTERED ACCOUNTANTS ★ MUMBAI F.R. No. 108696W / W101028

CA Jagadish Sate
Partner
Membership No.: 182935
UDIN: 26182935GBHRDN1187
Place: Navi Mumbai
Date: 30th May, 2026.

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MOTHER NUTRI FOODS LIMITED (formerly known as "MOTHER NUTRI FOODS PRIVATE LIMITED") of even date)

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to financial statements of **MOTHER NUTRI FOODS LIMITED** (the "Company") as at March 31, 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 Company's Management is responsible for establishing and maintaining internal financial controls with reference to financial statements 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 (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that

(1) pertain to the maintenance of records that, 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 authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to financial statements 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 ICAI.

For Ratan Chandak& Co. LLP
Chartered Accountants
Firm Reg. No.: 108696W/W101028

RATAN CHANDAK & CO. LLP
MUMBAI
F.R. No.
108696W / W101028
CHARTERED ACCOUNTANTS

CA Jagadish Sate
Partner
Membership No.: 182935
UDIN: 26182935GBHRDN1187
Place: Navi Mumbai
Date: May 30, 2026.

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MOTHER NUTRI FOODS LIMITED (formerly known as "MOTHER NUTRI FOODS PRIVATE LIMITED") of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets:

a.

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

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

b. The Company has a program of physical verification of property, plant and equipment and right-of-use assets so to cover all the assets at reasonable intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment and right-of-use assets were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c. The Company has immovable property during the year and we report that, the title deeds of such immovable properties are held in the name of the Company as at Balance Sheet date.

d. The Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year.

e. Based on our examination of documents and according to the information and representations made by the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) As per the information and explanations given us, the inventories held by the company have been physically verified by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable and no discrepancies of 10% or more in aggregate for each class of inventory were noticed on physical verification.

(b) The Company has been sanctioned working capital limits of Rs 21 Crores, vide letter from HDFC Bank dated August 29,2024, in aggregate, during the financial year, from bank or financial institution on the basis of primary security of current assets/stock and Book debts. The quarterly statements filed by the Company with banks are generally in agreement with the books of account except for certain differences as disclosed in Note No. 37 to the financial statements.

iii. During the year the Company has made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, in respect of which:

(a) The Company has provided loans and guarantee (in respect of loans) during the year and details of which are given below:

Particulars	Loan (Amt in Lakhs)
Aggregate amount granted/ provided during the year	
Others -Sigma Foods	1.45
Balance outstanding as at balance sheet date	
Others -Sigma Cold -Sigma Foods -P2B Foods Private Limited	1.05 1.45 0.22

(b) In our opinion and according to the information and explanations given to us, the terms and conditions of the loan are not prejudicial to the interest of the Company.

(c) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(d) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

f) The company has granted loans or advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment. The details of such loans are as follows:

(in lakhs)

	Promoters	Related Parties
Aggregate amount of loans/advances in nature of loans - Repayment on demand (A) - Agreement does not specify any terms or period of repayment (B)	 - -	 2.72 -
Total (A+B)	-	2.72
Percentage of loans/ advances in nature of loans to the total loans	-	100%

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 Companies Act, 2013, in respect of the loan granted during the year.

v. In our opinion and according to the information and representations made to us, the Company has not accepted any deposits from the public, the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under are therefore not applicable.

vi. In our opinion and according to information and explanation given to us, maintenance of cost records under section (1) of Section 148 of the Companies Act, 2013 is not applicable of the Company, as required under Rule 3 of the Companies (Cost Records and Audit) Amendment Rules, 2014.

vii. In respect of statutory dues

a. In our opinion and according to the information and representations made to us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

b. According to the information and explanations given to us and the records of the Company examined by us, there are no disputed outstanding statutory dues as on March 31, 2026 except below mention demand raise by the Income Tax department.

Name of the statute	Name of the dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending	Remarks if any
Income-tax Act, 1961	Income-tax demand including accrued interest	₹1,26,32,308	AY 2023-24	Commissioner of Income-tax (Appeals)	Original demand ₹ 1,15,29,211; accrued interest ₹12,60,347; current outstanding demand ₹1,26,32,308. Appeal filed in Form 35 on 08-Apr-2025 against order u/s 143(3) dated 20-Mar-2025.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix.

a. In our opinion and according to the information and representations made to us, the Company has not defaulted in repayment of loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

b. In our opinion and according to the information and representations made to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c. In our opinion and according to the information and representations made to us, and the procedures performed by us the term loans were applied for the purpose for which the loans were obtained.

d. In our opinion and according to the information and representations made to us, and the procedures performed by us the funds raised on short term basis have not been utilized for long term purpose.

e. On an overall examination of the Financial Statements of the Company, the Company has not taken funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f. In our opinion and according to the information and representations made to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

x. Utilization of IPO & FPO and Private Placement and Preferential issues.

(a) The Company had made an Initial Public Offering (IPO) cum Offer for Sale of 33,84,000 equity shares having a face value of Rs. 10/- each, fully paid-up for cash at an issue price of Rs. 117/- per equity share (including a share premium of Rs. 107/- per equity share), aggregating to Rs. 3,959.28 lakhs. The IPO comprised a Fresh Issue of 27,07,200 equity shares aggregating to Rs. 3,167.42 lakhs and an Offer for Sale of 6,76,800 equity shares aggregating to Rs. 791.86 lakhs. The equity shares were allotted on 1st December, 2025. The equity shares of the Company were listed on the BSE SME Platform on 3rd December, 2025. Out of the total issue of 33,84,000 equity shares, 27,07,200 equity shares were issued under the Fresh Issue and 6,76,800 equity shares were offered for sale.

The proceeds from the Fresh Issue, net of IPO expenses, amounted to Rs. 3,167.42 lakhs. The object-wise proposed utilisation and actual utilisation of the net proceeds as at the end of FY 2025-26 are as follows:

Sr. No.	Item Heads	Amount as proposed in the Offer Document (INR Lakhs)	Amount utilized [INR Lakhs]	Total unutilized amount [INR Lakhs]
			At the end of the FY 2025-26	
1.	Setting up a new manufacturing facility at Mahuva, Bhavnagar in Gujarat	2319.34	-	2319.34
2.	General corporate purpose	593.89	463.99	129.90
3.	Public issue related expenses	254.19	240.26	13.93
	Total	**3167.42**	**704.25**	**2463.17**

***Note:** Out of the unutilized amount, ₹2319 lakhs is lying in Term Deposit with State Bank Of India & remaining amount is credited in Company's CC A/c with HDFC BANK CC A/C.50200069328986

(b) According to the information and explanations given to us, We report that the company has complied with the requirements of Section 42 and Section 62 of the Companies Act, 2013 in respect of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) and has utilised such funds for the purposes for which they were raised.

xi.

a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report

c. In our opinion and according to the information and representations made to us, there are no whistle blower complaints received by the company during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv.

a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b. We have considered, the internal audit reports issued during the year and till the date of the audit report covering period up to 31st March, 2026.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi.

a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

b. In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company.

c. In our opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

d. According to the information and explanations given by the management, the Group does not have not more than one CIC as part of the Group. Accordingly, the reporting under Clause 3(xvi)(d) is not applicable to the Company.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the company during the year.

xix. 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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. The Company has fully spent the required amount towards Corporate Social responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a fund specified in Schedule VII of the Act or special amount in compliance with the provision of sub-section (6) of Section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For Ratan Chandak & Co. LLP
Chartered Accountants
Firm Reg. No.: 108696W/W101028

RATAN CHANDAK & CO. LLP
MUMBAI
F.R. No.
108696W / W101028
CHARTERED ACCOUNTANTS

CA Jagadish Sate
Partner
Membership No.: 182935
UDIN: 26182935GBHRDN1187
Place: Navi Mumbai
Date: May 30, 2026

MOTHER NUTRI FOODS LIMITED
(CIN: U51909GJ2022PLC128485)
(Registered Address: Survey no 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, at otha, Bhavnagar, Mahuva, 364295, Gujarat, India)

Balance Sheet as at 31-March-2026

(Rs in lakhs)

Particulars	Note	As at 31-March-2026	As at 31-March-2025
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	1,253.50	490.00
(b) Reserves and Surplus	4	5,349.04	1,996.47
Total		6,602.54	2,486.47
(2) Non-current Liabilities			
(a) Long Term Borrowings	5	-	17.32
(b) Long Term Provisions	6	3.98	5.00
Total		3.98	22.32
(3) Current Liabilities			
(a) Short Term Borrowings	7	4,153.74	2,264.14
(b) Trade Payables	8		
- Due to Micro and Small Enterprises		555.46	1,871.49
- Due to others		291.45	221.05
(c) Other Current Liabilities	9	82.23	74.62
(d) Short Term Provisions	10	247.56	139.62
Total		5,330.44	4,570.92
Total Equity and Liabilities		**11,936.96**	**7,079.71**
II. ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property Plant and Equipment	11	366.16	372.36
(ii) Intangible Assets	11	0.43	0.60
(b) Deferred Tax Assets (net)	12	-0.51	6.26
(c) Other Non Current Assets	13	2,395.64	37.94
Total		2,761.72	417.16
(2) Current Assets			
(a) Inventories	14	4,408.08	3,179.80
(b) Trade Receivables	15	3,639.22	3,069.15
(c) Cash and Cash Equivalents	16	34.11	3.28
(d) Short Term Loans and Advances	17	1,030.15	407.09
(e) Other Current Assets	18	63.68	3.23
Total		9,175.24	6,662.55
Total Assets		**11,936.96**	**7,079.71**

The accompanying notes form an integral part of the financial statements **1-56**

As per our report of even date
For RATAN CHANDAK & CO LLP
Chartered Accountants
Firm's Registration No. 108696W/W101028

JAGADISH LAXMAN SATE
Digitally signed by JAGADISH LAXMAN SATE
Date: 2026.05.30 19:04:08 +05'30'

CA Jagadish Sate
Partner
Membership No. 182935
UDIN: 26182935GBHRDN1187
Place: Navi Mumbai
Date: May 30, 2026

For and on behalf of the Board of Directors of
Mother Nutri Foods Limited

Chintan Rajnikant Thakar
Digitally signed by Chintan Rajnikant Thakar
Date: 2026.05.30 18:13:51 +05'30'

Chintan Rajnikant Thakar
Managing Director
DIN: 09346153

UMESHBHAI KANTILAL SHETH
Digitally signed by UMESHBHAI KANTILAL SHETH
Date: 2026.05.30 18:18:37 +05'30'

Umeshbhai Kantilal Sheth
Whole-time Director
DIN:02644842

PATEL ANUP GOPALDAS
Digitally signed by PATEL ANUP GOPALDAS
Date: 2026.05.30 17:57:23 +05'30'

Anup Gopaldas Patel
Chief Financial Officer
PAN: AKEPP6295L

Richa Kachhawaha
Digitally signed by Richa Kachhawaha
Date: 2026.05.30 18:21:46 +05'30'

Richa Kachhawaha
Company Secretary
Membership No: A62495

Place: Mahuva, Gujarat
Date: May 30, 2026

MOTHER NUTRI FOODS LIMITED

(CIN: U51909GJ2022PLC128485)

(Registered Address: Survey no 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, at otha, Bhavnagar, Mahuva, 364295, Gujarat, India)

Statement of Profit and loss for the year ended 31-March-2026

(Rs in lakhs)

Particulars	Note	Year ended on 31-March-2026	Year ended on 31-March-2025
Revenue from Operations	19	12,327.82	9,024.31
Other Income	20	110.16	22.21
Total Income		12,437.98	9,046.52
Expenses			
Cost of Material Consumed	21	10,525.07	8,000.95
Purchases of Stock in Trade	22	1.52	-
Change in Inventories of Work in Progress and Finished Goods	23	-587.71	-893.95
Employee Benefit Expenses	24	343.91	331.59
Finance Costs	25	226.30	211.79
Depreciation and Amortization Expenses	26	48.87	61.36
Other Expenses	27	461.60	560.63
Total Expenses		11,019.56	8,272.37
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		1,418.42	774.15
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		1,418.42	774.15
Extraordinary Item		-	-
Profit/(Loss) before Tax		1,418.42	774.15
Tax Expenses	28		
- Current Tax		247.78	134.43
- Deferred Tax		6.76	-3.80
- Prior Period Taxes		-	-19.95
Profit/(Loss) after Tax		**1,163.88**	**663.47**
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs.)	29	11.09	7.25
-Diluted (In Rs.)	29	11.09	7.25

The accompanying notes form an integral part of the financial statements **1-56**

As per our report of even date

For RATAN CHANDAK & CO LLP
Chartered Accountants
Firm's Registration No. 108696W/W101028

JAGADISH LAXMAN SATE Digitally signed by JAGADISH LAXMAN SATE Date: 2026.05.30 19:04:52 +05'30'

CA Jagadish Sate
Partner
Membership No. 182935
UDIN: 26182935GBHRDN1187
Place: Navi Mumbai
Date: May 30, 2026

For and on behalf of the Board of Directors of
Mother Nutri Foods Limited

Chintan Rajnikant Thakar Digitally signed by Chintan Rajnikant Thakar Date: 2026.05.30 18:14:33 +05'30'

Chintan Rajnikant Thakar
Managing Director
DIN: 09346153

UMESHBHAI KANTILAL SHETH Digitally signed by UMESHBHAI KANTILAL SHETH Date: 2026.05.30 18:19:12 +05'30'

Umeshbhai Kantilal Sheth
Whole-time Director
DIN:02644842

PATEL ANUP GOPALDAS Digitally signed by PATEL ANUP GOPALDAS Date: 2026.05.30 17:57:51 +05'30'

Anup Gopaldas Patel
Chief Financial Officer
PAN: AKEPP6295L

Richa Kachhawaha Digitally signed by Richa Kachhawaha Date: 2026.05.30 18:22:13 +05'30'

Richa Kachhawaha
Company Secretary
Membership No: A62495

Place: Mahuva, Gujarat
Date: May 30, 2026

MOTHER NUTRI FOODS LIMITED
(CIN: U51909GJ2022PLC128485)
(Registered Address: Survey no 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, at otha, Bhavnagar, Mahuva, 364295, Gujarat, India)

Cash Flow Statement for the year ended As at 31-March-2026

(Rs in lakhs)

Particulars	Note	Year ended on 31-March-2026	Year ended on 31-March-2025
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit after tax		1,163.88	663.47
Depreciation and Amortisation Expense		48.87	61.36
Provision for tax		254.54	110.69
Effect of Exchange Rate Change		-32.92	-15.43
Interest Income		-46.78	-
Finance Costs		226.30	211.79
Operating Profit before working capital changes		1,613.89	1,031.88
Adjustment for:			
Inventories		-1,228.27	-590.41
Trade Receivables		-537.15	-1,520.51
Loans and Advances		-623.06	-216.00
Other Current Assets		-2,380.45	-3.23
Other Non current Assets		-5.59	-7.92
Trade Payables		-1,245.62	1,150.44
Other Current Liabilities		7.61	-35.36
Short-term Provisions		238.31	-3.07
Long-term Provisions		-1.02	1.74
Cash (Used in)/Generated from Operations		-4,161.35	-192.43
Tax paid(Net)		378.15	127.35
Net Cash (Used in)/Generated from Operating Activities		-4,539.50	-319.77
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment		-42.50	-3.51
Movement in other non current assets		-1.13	-
Interest received		15.80	-
Net Cash (Used in)/Generated from Investing Activities		-27.82	-3.51
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital		2,952.18	797.94
Proceeds from Long Term Borrowings		-65.56	-68.99
Proceeds from Short Term Borrowings		1,937.83	-192.52
Interest Paid		-226.30	-211.79
Net Cash (Used in)/Generated from Financing Activities		4,598.15	324.65
Net Increase/(Decrease) in Cash and Cash Equivalents		30.84	1.36
Opening Balance of Cash and Cash Equivalents		3.28	1.92
Closing Balance of Cash and Cash Equivalents	16	**34.11**	**3.28**

Components of cash and cash equivalents	Year ended on 31-March-2026	Year ended on 31-March-2025
Cash on hand	11.37	3.19
Balances with banks in current accounts	22.74	0.09
Cash and cash equivalents as per Cash Flow Statement	**34.11**	**3.28**
Other Bank Balance		
Bank Deposit having maturity of greater than 3 months and less than 12 months	-	-
Bank Deposit having maturity of greater than 12 months	-	-
Less: Deposits reclassified to other non current assets	-	-
Cash and bank balance as per Balance Sheet	**34.11**	**3.28**

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

The accompanying notes form an integral part of the financial statements **1-56**

As per our report of even date

For RATAN CHANDAK & CO LLP

Chartered Accountants

Firm's Registration No. 108696W/W101028

JAGADISH LAXMAN SATE Digitally signed by JAGADISH LAXMAN SATE Date: 2026.05.30 19:05:37 +05'30'

CA Jagadish Sate

Partner

Membership No. 182935

UDIN: 26182935GBHRDN1187

Place: Navi Mumbai

Date: May 30, 2026

For and on behalf of the Board of Directors of

Mother Nutri Foods Limited

Chintan Rajnikant Thakar Digitally signed by Chintan Rajnikant Thakar Date: 2026.05.30 18:15:08 +05'30'

Chintan Rajnikant Thakar

Managing Director

DIN: 09346153

UMESHBHAI KANTILAL SHETH Digitally signed by UMESHBHAI KANTILAL SHETH Date: 2026.05.30 18:19:36 +05'30'

Umeshbhai Kantilal Sheth

Whole-time Director

DIN:02644842

PATEL ANUP GOPALDAS Digitally signed by PATEL ANUP GOPALDAS Date: 2026.05.30 17:58:14 +05'30'

Anup Gopaldas Patel

Chief Financial Officer

PAN: AKEPP6295L

Richa Kachhawaha Digitally signed by Richa Kachhawaha Date: 2026.05.30 18:22:37 +05'30'

Richa Kachhawaha

Company Secretary

Membership No: A62495

Place: Mahuva, Gujarat

Date: May 30, 2026

1 COMPANY INFORMATION

Mother Nutri Foods Limited (“the Company”) (CIN:U51909GJ2022PLC128485) is a public limited company incorporated and domiciled in India under the provisions of the Companies Act, 2013. The equity shares of the Company are listed on BSE SME Platform with effect from December 3, 2025.

The Company was originally incorporated as a private limited company and was subsequently converted into a public limited company with effect from February 1, 2024.

The registered office of the Company is situated at Survey No. 276/1, Opp. Petrol Pump, Mahuva–Bhavnagar Road, At & Post Otha, Mahuva, Bhavnagar – 364295, Gujarat, India.

The Company is primarily engaged in the business of manufacturing peanut butter.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the Accounting Standards notified under the section 133 of the Companies Act, 2013 read together with rule 7 of the Companies (Accounts) Rules 2014 and Companies (accounting standards) amendment rules 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

The Company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified as per sub-section (1) of section 129 of the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

All the amounts included in the Financial Statements are presented in Indian Rupees (‘Rupees’ or ‘Rs.’ Or ‘INR’) and are rounded to the nearest Lakhs, except per share data and unless stated otherwise

b Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and any accumulated impairment, if any. Property, plant and equipment is depreciated few on written-down value basis and others on straight line method to its residual value over its estimated useful life.

Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Subsequent costs are capitalised on the carrying amount or recognised as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Company and cost of the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All repair and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss on the date of disposal or retirement.

c Intangible assets

Separately acquired intangible assets, such as website are measured initially at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the restated statement of profit and loss in the year in which the expenditure is incurred. Intangible assets with finite useful lives are carried at cost and are amortised on a written down value basis over their estimated useful lives and charged to statement of profit and loss.

Website acquired are amortized at the 5 years on written down value method.

The amortization period and the amortization method are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the restated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

d Depreciation and amortization

Depreciation and amortisation are provided using the written-down value method & Straight Line Method(SLM) and charged to statement of profit and loss as per the useful life prescribed under Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Type of Assets	Useful Life
Factory Building	30 Years
Plant and Equipment	15 Years
Electrical Installation	10 Years
Vehicles	8 Years
Office equipment	5 Years
Furniture and Fixtures	10 Years
Computers	4 Years

e Impairment of assets

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset’s recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in financial year.

f Leases

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

g Investment

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

h Inventories

Raw materials are carried at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Purchased goods-in-transit are carried at cost. Work-in-progress is carried at the lower of cost and net realisable value. Stores and spare parts are carried at lower of cost and net realisable value. Finished goods produced or purchased by the Company are carried at lower of cost and net realisable value. Cost includes direct material and labour cost and a proportion of manufacturing overheads.

The valuation for inventories is as follows;

Classification	Valuation Policy
Finished Goods	At lower of cost or net realizable value.
Raw Material	At lower of cost or net realizable value.
WIP	At Cost
Consumables	At Cost

i Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

j Earnings/ (loss) per share (EPS)

"Basic EPS amounts are calculated by dividing the profit/ (loss) for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit/ (loss) attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares."

k Revenue recognition

Sale of goods

Revenue from the sale of equipment are recognised upon delivery, which is when title passes to the customer. Revenue is reported net of discounts.

Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

l Employee Benefits

Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as expense when employees have rendered services entitling them to such benefits.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

m Borrowing Cost

Borrowing Cost attributable to qualifying aasets are capitalized up to the date the assets are ready to put to use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to statement of profit and loss.

n Research and Development Expenses

Expenditure on Research phase is recognized as an expense when it is incurred. Expenditure on development phase is recognized as an intagible asset. If it likely to generate probable future economic benefits.

o Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

p Taxation

Current tax

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

Deferred tax

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

q Segment accounting

Company is in only one segment, hence Segment Reporting as per AS-17 is not applicable on the company.

r Government Grants

"i) Grants and subsidies from the government are recognized when there is reasonable assurance that (a) the company will comply with the conditions attached to them, and (b) the grant/subsidy will be received.

ii) Where the grant relates to an asset, it is shown as a reduction from the gross value of the asset concerned in arriving at its book value. The grant is thus recognised in the statement of profit and loss over the useful life of the asset by way of reduced depreciation charge.

iii) Where the grant relates to reimbursement of interest on term loan, it is recognised as a reduction from the finance cost of the term loan concerned."

s Provisions, Contingent liabilities and Contingent assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingencies

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably.

t Exceptional Items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the Financial Statements.

u Prior Period Items

Prior period items shall be separately disclosed in the statement of profit and loss in the reporting period together with their nature and amount in a manner so that their impact on profit or loss in the reporting period can be perceived.

Had complied with AS 15 the prior period expenses are incurred in the reporting period and which has been recognised and disclosed separately in statement of profit and loss.

As per our report of even date

For RATAN CHANDAK & CO LLP
Chartered Accountants
Firm's Registration No. 108696W/W101028

JAGADISH LAXMAN SATE Digitally signed by JAGADISH LAXMAN SATE Date: 2026.05.30 19:06:29 +05'30'

CA Jagadish Sate
Partner
Membership No. 182935
UDIN: 26182935GBHRDN1187

For and on behalf of the Board of Directors of
Mother Nutri Foods Limited

Chintan Rajnikant Thakar Digitally signed by Chintan Rajnikant Thakar Date: 2026.05.30 18:15:48 +05'30'

Chintan Rajnikant Thakar
Managing Director
DIN: 09346153

UMESHBHAI KANTILAL SHETH Digitally signed by UMESHBHAI KANTILAL SHETH Date: 2026.05.30 18:20:29 +05'30'

Umeshbhai Kantilal Sheth
Whole-time Director
DIN:02644842

PATEL ANUP GOPALDAS Digitally signed by PATEL ANUP GOPALDAS Date: 2026.05.30 17:59:30 +05'30'

Anup Gopaldas Patel
Chief Financial Officer
PAN: AKEPP6295L

Richa Kachhawaha Digitally signed by Richa Kachhawaha Date: 2026.05.30 18:23:00 +05'30'

Richa Kachhawaha
Company Secretary
Membership No: A62495

Place: Mahuva, Gujarat
Date: 30-May-2026

MOTHER NUTRI FOODS LIMITED
(CIN: U51909GJ2022PLC128485)
Notes forming part of the Financial Statements

3 Share Capital (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Authorised Share Capital		
Equity Shares, of Rs. 10 each, 22500000 (Previous Year -225000000) Equity Shares	2,250.00	22,500.00
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, of Rs. 10 each, 12535020 (Previous Year -4900010) Equity Shares paid up	1,253.50	490.00
Total	**1,253.50**	**490.00**

(i) In FY 24-25 Pursuant to a ordinary resolution at the meeting of the members of the company held on March 15, 2024 has been increased the authorised share capital of the company from existing INR 5,00,00,000/- to revised INR 12,00,00,000/- (addition INR 7,00,00,000/-).
(ii) In FY 24-25 Further to Board of Directors resolution dated December 03, 2024, has increased the authorised share capital of the company from existing INR 12,00,00,000/- to revised INR 22,50,00,000/- (addition INR 10,50,00,000/-).
Further Board of Directors resolution dated March 18, 2025 ,have approved the allotment of 43,900 equity shares of face value Rs. 10 , at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 79,02,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013.

(iii)In FY 25-26, the Company completed its Initial Public Offering ("IPO") of 33,84,000 Equity Shares of face value ₹10 each at an issue price of ₹117 per share (including a premium of ₹107 per share), comprising a fresh issue of 27,07,200 Equity Shares and an Offer for Sale of 6,76,800 Equity Shares.Pursuant to the fresh issue, the Company raised an aggregate amount of ₹31,67,42,400 , of which ₹2,70,72,000 has been credited to Equity Share Capital and ₹28,96,70,400 has been credited to Securities Premium Account.

(iv)In FY 25-26 Pursuant to Board of Directors resolution dated April 22, 2025 ,have approved the allotment of 13,900 equity shares of face value Rs. 10, at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 25,02,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013.
(v) Pursuant to a Extra ordinary resolution at the meeting of the members of the company held on 08 July,2025 hereby issued and allotted as fully paid-up 49,13,910 equity shares of face value Rs.10 ,amounting to 4,91,39,100 by way of Bonus issue as follows to the holders of Equity Shares of the Company as on August 08 2025 i.e. Record Date, in proposition to 1 (One) Equity Shares for every 1 (One) Equity Share held by them as on record date, which shall rank pari passu with the existing equity shares.
(vi) In FY 24-25, Pursuant to Board of Directors resolution dated March 24, 2025 ,have approved the allotment of 2,43,400 equity shares of face value Rs. 10 , at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 4,38,12,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013.

(vii)In FY 24-25, Pursuant to Board of Directors resolution dated June 28, 2024 ,have approved the allotment of 63,000 equity shares of face value Rs. 10 , at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 1,13,40,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013.

(viii) In FY 24-25, Pursuant to Board of Directors resolution dated July 05, 2024 ,have approved the allotment of 73,200 equity shares of face value Rs. 10 , at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 1,31,76,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013.
(ix)In FY 24-25 Pursuant to Board of Directors resolution dated August 31, 2024 ,have approved the allotment of 19,800 equity shares of face value Rs. 10, at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 35,64,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013.
(x)In FY 24-25 Pursuant to Board of Directors resolution dated March 18, 2025 ,have approved the allotment of 43,900 equity shares of face value Rs. 10 , at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 79,02,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013
(xi) In FY 22-23 Pursuant to a extra ordinary resolution at the meeting of the members of the company held on june 24, 2022 has been increased the authorised share capital of the company from existing INR 5,00,000/- to revised INR 5,00,00,000/- (addition INR 4,95,00,000/-).

(xii) In FY 24-25 Pursuant to a Extra ordinary resolution at the meeting of the members of the company held on 08 July,2025 hereby issued and allotted as fully paid-up equity shares by way of Bonus issue as follows to the holders of Equity Shares of the Company as on August 08,2025 i.e. Record Date, in proposition to 1 (One) Equity Shares for every 1 (One) Equity Share held by them as on record date, which shall rank pari passu with the existing equity shares.

(i) Reconciliation of number of shares

Particulars	As at 31-March-2026		As at 31-March-2025	
Equity Shares	**No. of shares**	**(Rs in lakhs)**	**No. of shares**	**(Rs in lakhs)**
Opening Balance	49,00,010	490.00	44,56,710	445.67
Issued during the year	76,35,010	763.50	4,43,300	44.33
Deletion	-	-	-	-
Closing balance	**1,25,35,020**	**1,253.50**	**49,00,010**	**490.00**

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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.

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

Equity Shares	As at 31-March-2026		As at 31-March-2025	
Name of Shareholder	No. of shares	In %	No. of shares	In %
Parth Umeshkumar Sheth	7,39,414	5.90%	3,69,707	7.55%
Rajnikant Indubhai Thakar	36,57,148	29.18%	18,28,574	37.32%
Umeshbhai Kantilal Sheth	34,62,662	27.62%	20,69,731	42.24%
Mansi Share & Stock Broking Private Limited	14,92,800	11.91%	-	0.00%

(iv) Shares held by Promoters & Promoter group at the end of the year As at 31-March-2026

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Chintan Thakar	Equity	2,77,394	2.21%	-0.62%
Rajnibhai Thakar	Equity	36,57,148	29.18%	-8.14%
Umesh Kantilal Sheth	Equity	34,62,662	27.62%	-14.62%
Vandanaben Umeshbhai Sheth	Equity	50,000	0.40%	-0.11%
Naynaben Rajnikant Thakar	Equity	50,000	0.40%	-0.11%
Krishnaben Chandrakant Bhuta	Equity	6,000	0.05%	-0.07%
Disha Umeshbhai Sheth	Equity	21,600	0.17%	-0.27%
Parth UmeshBhai Sheth	Equity	7,39,414	5.90%	-1.65%

Shares held by Promoters & Promoter group at the end of the year As at 31-March-2025

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Chintan R Thakar	Equity	1,38,697	2.83%	-0.28%
Rajnibhai Thakar	Equity	18,28,574	37.32%	-3.71%
Umesh Kantilal Sheth	Equity	20,69,731	42.24%	-4.20%
Vandanaben Umeshbhai Sheth	Equity	25,000	0.51%	-0.05%
Naynaben Rajnikant Thakar	Equity	25,000	0.51%	-0.05%
Krishnaben Chandrakant Bhuta	Equity	6,000	0.12%	0.12%
Disha Umeshbhai Sheth	Equity	21,600	0.44%	0.44%
Parth UmeshBhai Sheth	Equity	3,69,707	7.55%	-0.75%

(v) Equity shares movement during 5 years preceding to 31-March-2026

Particulars	Year 1	Year 2	Year 3	Year 4	Year 5
Equity shares issued as bonus	49,13,910	-	-	-	-
Initial Subscription to MOA	-	-	-	-	50,000
Equity shares issued as Private Placement	13,900	4,43,300	-	44,06,710	-
Equity shares Issued during the year through IPO	27,07,200	-	-	-	-

4 Reserves and Surplus

(Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Securities Premium		
Opening Balance	753.61	-
Add: Issue of Shares	2,920.33	753.61
Less: Deletion	240.26	-
(Add)/Less: BONUS ISSUE	491.39	-
Closing Balance	2,942.29	753.61
General Reserve		
Opening Balance	0.06	0.06
Closing Balance	0.06	0.06
Statement of Profit and loss		
Balance at the beginning of the year	1,242.81	579.34
Add: Profit/(loss) during the year	1,163.88	663.47
Less: Appropriation		
Other Appropriation 1	-0.00	0.00
Balance at the end of the year	2,406.69	1,242.81
Total	**5,349.04**	**1,996.47**

5 Long Term Borrowings

(Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Secured Term loans from banks	-	17.32
Total	**-**	**17.32**

Borrowings includes

(Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Hdfc Gecl A/c.86670780	-	17.32
Total	**-**	**17.32**

Particulars of Long term Borrowings

Name of Lender/Type of Loan	Nature of Security	Rate of Interest	Monthly Installments	No of Installment
Hdfc Gecl A/c.86670780	Stock & Debtors	8.99%	189052	55

6 Long Term Provisions

(Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Others		
-Provision for Gratuity	3.98	5.00
Total	**3.98**	**5.00**

7 Short Term Borrowings

(Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Current maturities of long-term debt	17.32	65.56
Secured Loans repayable on demand from banks	4,136.42	2,110.18
Unsecured Loans and advances from related parties	-	88.40
Total	**4,153.74**	**2,264.14**

Borrowings includes

(Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
HDFC Bank CC	2,054.34	2,110.18
SBI O/D-5111	1,622.87	-
SBI O/D- 9714	459.21	-
FULLERTON INDIA LOAN	-	11.78
Hdfc Gecl A/c.86670780	17.32	20.06
HDFC LOAN	-	17.79
ICICI BANK LOAN	-	13.22
Tata Capital Financial Services Limited	-	2.70
Total	**4,153.74**	**2,175.74**

Particulars of Short term Borrowings

Name of Lender/Type of Loan	Rate of Interest	Nature of Security
HDFC Bank CC	7.95%	Hypothecation of Peanut & Peanut Butter, Debtors, Export Stock,
HDFC GECL-80	8.65%	Hypothecation of Peanut & Peanut Butter, Debtors, Export Stock,
SBI O/D-5111	6.10%	lien on the Company's Domestic Term Deposits (TDR/STDA)
SBI O/D- 9714	6.10%	lien on the Company's Domestic Term Deposits (TDR/STDA)

The cash credit facility as provided by HDFC Bank, is secured by hypothecation of Peanut & Peanut Butter, Debtors, Export Stock, Export Debtors and Collateral Security of Personal guarantee of Sigma Cold, Jayeshkumar Indubhai Thakar, Mayaben Vinodbhai Thakar, Mahesh Vinodbhai Thakar, Hetal Vinodbhai Thakar, Umeshbhai Kantilal Sheth, Rajnikant Indubhai Thakar, Chintan Rajnikant Thakar.

The cash credit facility is also secured by Collateral Security of properties ,R S No 276/1 P Off Bhavnagar Road Opp Hp Petrol Pump Otha Mahuva Gujarat 364290,Ground Floor Behind Lati Bazar Anand Bhuvan Haveli Street Mahuva Gujarat 364290,Second Floor Behind Lati Bazar Anand Bhuvan Near Haveli Street Mahuva Gujarat 364290,Fisrt Floor Behind Lati Bazar Anand Bhuvan Near Haveli Street Mahuva Gujarat 364290,Plot No. 1 And 2 Beside Mother Nutri Foods Pvt Ltd Opp Otha Petrol Pump Near H P Petrol Pump Mahuva Gujarat 364290,Hotel Heven Near Heven Petrol Pump Railway Station Road Near Heven Petrol Pump Mahuva Gujarat 364290,Flat No 101, 102, 201, 202, Plot No 6/1 & 6/2, Shanti Flats, Kumbharwada Mahuva Gujarat 364290,Flat No 101, Parsuram Chowk Vinasarangi, Nr Gandhi Baug Mahuva Gujarat 364290,R Sno 214 P 4 Behind Meena Hotel Ranpadra Ranpadra Galthar Gujarat 364295.

Unsecured Loan from related party includes Interest Free unsecured loan taken from Directors of the company.
SBI O/D -5111 & SBI O/D -9714 facilities availed from State Bank of India are secured by a first and exclusive lien on the Company's Domestic Term Deposits (TDR/STDA) maintained with the Bank.

8 Trade Payables (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Due to Micro and Small Enterprises	555.46	1,871.49
Due to others	291.45	221.05
Total	**846.91**	**2,092.54**

8.1 Trade Payables ageing schedule as at 31-March-2026 (Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	555.46				555.46
Others	291.45				291.45
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					**846.91**
MSME - Undue					
Others - Undue					
Total					**846.91**

8.2 Trade Payables ageing schedule as at 31-March-2025 (Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	1,871.49				1,871.49
Others	221.05				221.05
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total					2,092.53
MSME - Undue					
Others - Undue					
Total					**2,092.53**

9 Other Current Liabilities

(Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Statutory dues		
-GST Payable	-1.31	-
-PF Payable	0.46	1.04
-PT Payable	0.16	0.31
-TDS Payable	52.94	15.45
Salaries and wages payable	13.72	16.54
Advances from customers	10.58	0.02
Director's Remuneration Payable	-	31.50
Independent Director Sitting Fees Payable	0.76	0.63
Other payables	4.92	9.13
Total	**82.23**	**74.62**

10 Short Term Provisions

(Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Provision for income tax	236.31	130.33
Provision for others	11.02	9.09
Provision for Gratuity	0.23	0.20
Total	**247.56**	**139.62**

MOTHER NUTRI FOODS LIMITED
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Notes forming part of the Financial Statements

Property, Plant and Equipment and Intangible Assets

(Rs in lakhs)

Name of Assets	Gross Block					Depreciation and Amortization					Net Block	Net Block
	As at 01-Apr-25	Addition	Deduction	Adjustment	As at 31-Mar-26	As at 01-Apr-25	for the year	Deduction	Adjustment	As at 31-Mar-26	As at 31-Mar-26	As at 31-Mar-26
(i) Property Plant and Equipment												
Furniture & Fixtures	15.36	0.64	-	-	16.00	5.12	1.87	-	-	6.99	9.01	10.23
Computer	3.91	-	-	-	3.91	2.76	1.06	-	-	3.82	0.09	1.15
Building & Construction	251.54	0.50	-	-	252.04	67.76	18.34	-	-	86.10	165.94	183.78
Land	37.29	-	-	-	37.29	-	-	-	-	-	37.29	37.29
Other Asset	9.91	1.88	-	-	11.79	2.82	0.97	-	-	3.80	7.99	7.09
Plant & Machinery	241.89	39.48	-	-	281.37	109.07	26.46	-	-	135.53	145.84	132.83
Total	559.90	42.50	-	-	602.40	187.54	48.70	-	-	236.24	366.16	372.36
Previous Year	556.38	3.64	0.12	-	559.90	126.34	61.20	-	-	187.54	372.36	430.05

(ii) Intangible Assets												
Website	1.29	-	-	-	1.29	0.70	0.17	-	-	0.86	0.43	0.60
Total	1.29	-	-	-	1.29	0.70	0.17	-	-	0.86	0.43	0.60
Previous Year	1.29	-	-	-	1.29	0.53	0.16	-	-	0.70	0.60	0.76

MOTHER NUTRI FOODS LIMITED
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12 Deferred Tax Assets (net) (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Deferred Tax Asset (Net)	-0.51	6.26
Total	**-0.51**	**6.26**

12 Significant Components of Deferred Tax (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Deferred Tax Asset		
Expenses provided but allowable in Income tax on Payment basis	-0.65	4.36
Gross Deferred Tax Asset (A)	**-0.65**	**4.36**
Deferred Tax Liability		
Difference between book depreciation and tax depreciation	-0.14	-1.90
Gross Deferred Tax Liability (B)	**-0.14**	**-1.90**
Net Deferred Tax Asset (A)-(B)	**-0.51**	**6.26**

12 Significant components of Deferred Tax charged during the year (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Expenses provided but allowable in Income tax on Payment basis	0.65	-4.36
Reversal of Deferred Tax Liability	6.26	2.46
Difference between book depreciation and tax depreciation	-0.14	-1.90
Total	**6.76**	**-3.80**

13 Other Non Current Assets (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Security Deposits	19.32	17.85
Bank Deposit having maturity of greater than 12 months	2,376.23	12.12
Others		
-Misc. Expenses (ASSET)	0.09	-
-Other non current assets	-	7.97
Total	**2,395.64**	**37.94**

14 Inventories (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Raw materials	767.09	360.52
Finished goods	2,948.64	2,360.93
Packing Material	692.35	458.35
Total	**4,408.08**	**3,179.80**

15 Trade Receivables (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Unsecured considered good	3,639.22	3,069.15
Total	**3,639.22**	**3,069.15**

15 Trade Receivables ageing schedule as at 31-March-2026 (Rs in lakhs)

Particulars	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	
Undisputed Trade receivables-considered good	3,639.22					3,639.22
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						**3,639.22**
Undue - considered good						
Total						**3,639.22**

15 Trade Receivables ageing schedule as at 31-March-2025 (Rs in lakhs)

Particulars	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	
Undisputed Trade receivables-considered good	3,069.15					3,069.15
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total						**3,069.15**
Undue - considered good						
Total						**3,069.15**

16 Cash and Cash Equivalents (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Cash on hand	11.37	3.19
Balances with banks in current accounts	22.74	0.09
Total	**34.11**	**3.28**

17 Short Term Loans and Advances (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Loans and advances to related parties	1.27	1.27
Loans and advances to employees		
-Advance	0.90	-
-Others	1.23	-
Advances to suppliers	342.54	341.63
Balances with Government Authorities		
-GST Receivable	262.92	57.89
-Others	19.11	-
Other loans and advances (Unsecured, considered good)		
-Other Loans & Advances	402.18	6.30
Total	**1,030.15**	**407.09**

18 Other Current Assets (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Interest accrued	0.02	-
Prepaid Insurance Expenses	3.59	3.23
Umesh Sheth(Expense Receivable)	60.07	-
Total	**63.68**	**3.23**

19 Revenue from Operations (Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Sale of products	12,327.82	9,024.31
Total	**12,327.82**	**9,024.31**

20 Other Income (Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Interest Income	65.85	-
Others		
-Other income	0.35	-
Acturial Gain on Employee Benefit Exp (Net)	0.98	-
DISCOUNT ON PURCHASE	3.55	-
Dutydrawback	3.42	4.35
Export- Exhibition Refund	2.57	2.43
Foreign Exchange Gain/Loss	32.92	15.43
PGVCL Deposit Income	0.52	-
Total	**110.16**	**22.21**

21 Cost of Material Consumed

(Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Raw materials consumed		
Opening stock	360.52	795.21
Purchases	10,189.46	6,730.26
Less: Closing stock	767.09	360.52
Total	**9,782.90**	**7,164.95**
Packing materials consumed		
Opening stock	458.35	327.21
Purchases	976.17	967.14
Less: Closing stock	692.35	458.35
Total	**742.17**	**836.00**
Total	**10,525.07**	**8,000.95**

22 Purchases of Stock in Trade

(Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Purchases of goods	1.52	-
Total	**1.52**	**-**

23 Change in Inventories of Work in Progress and Finished Goods

(Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Opening Inventories		
Finished Goods	2,360.93	1,466.98
Less: Closing Inventories		
Finished Goods	2,948.64	2,360.93
Total	**-587.71**	**-893.95**

24 Employee Benefit Expenses

(Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Salaries and wages	304.74	271.65
Staff welfare expenses	30.57	42.24
Director's Remuneration	7.33	13.50
Gratuity expense	-	1.82
Professional Tax	0.33	1.39
Provident Fund	0.94	0.99
Total	**343.91**	**331.59**

25 Finance Costs

(Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Interest expense	215.88	205.28
Other borrowing costs	7.42	0.13
Bank Charges	3.00	6.38
Total	**226.30**	**211.79**

26 Depreciation and Amortization Expenses

(Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Depreciation on property, plant and equipment	48.87	61.36
Total	**48.87**	**61.36**

27 Other Expenses

(Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Auditors' Remuneration	8.79	3.40
Advertisement	5.25	0.49
Commission	16.27	42.75
Consumption of stores and spare parts	5.76	2.88
Conveyance expenses	0.44	-
Direct expenses	13.37	15.45
Freight outward	1.83	-
Insurance	11.46	1.48
Power and fuel	83.82	103.56
Professional fees	33.08	30.66
Rent	5.87	-
Repairs to machinery	30.23	24.45
Other Business Administrative Expenses		
-Website Expense	2.68	0.88
-Others	11.24	14.93
Telephone expenses	3.11	1.31
Travelling Expenses	36.31	13.66
Miscellaneous expenses	2.78	1.00
Cold Storage Services	-	52.50
CSR EXPENSE	10.20	-
Discount	35.62	20.17
Donation Expense	6.24	10.71
EPF ON INTEREST & PENALTY	0.78	-
Exhibition Expense	38.90	35.29
Fire Safety Exp	0.27	-
Freight & Forwarding	33.46	77.07
Fumigation Expenses A/c.	3.84	-
Import & Export Expenses	13.60	67.51
Income Tax Interest Expenses Fy 24-25	19.66	-
Independent Director Sitting Fees	0.79	0.63
Interest & Penalty on TDS/TCS	5.50	0.73
Postage & Courier	11.32	9.36
Printing & Stationery	5.23	12.85
Stamp Duty	-	4.90
TCS ON PENALTY	0.35	-
Transportation Exp	2.97	12.01
Wages Charges	0.58	-
Total	**461.60**	**560.63**

28 Tax Expenses

(Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Current Tax	247.78	134.43
Deferred Tax	6.76	-3.80
Prior Period Taxes	-	-19.95
Total	**254.54**	**110.68**

MOTHER NUTRI FOODS LIMITED
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Notes forming part of the Financial Statements

29 Earnings Per Share

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Profit attributable to equity shareholders (Rs in lakhs)	1,163.88	663.47
Weighted average number of Equity Shares	1,04,93,749	91,52,055
Earnings per share basic (In Rs.)	11.09	7.25
Earnings per share diluted (In Rs.)	11.09	7.25
Face value per equity share (In Rs.)	10	10

30 Auditors' Remuneration (Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Payments to auditor as		
- Auditor	3.50	3.50
- for taxation matters	0.60	0.60
- for management services	0.50	3.00
Total	**4.60**	**7.10**

31 Contingent Liabilities and Commitments (Rs in lakhs)

Particulars	As at 31-March-2026	As at 31-March-2025
Claims against the Company not acknowledged as debt		
- Income tax demands	126.32	
Total	**126.32**	**-**

A demand of ₹1,15,29,211 has been raised by the Income Tax Department for Assessment Year 2023 under section 143(3) vide order dated 20 April 2025. As per the portal, interest accrued thereon up to 31 March 2025 amounts to ₹12,60,347, making the total outstanding demand ₹1,26,32,308.The company has filed/ intends to file an appeal against the said order and is confident of a favourable outcome based on legal advice received. Accordingly, the said demand has not been provided for in the books and has been disclosed as a contingent liability.

32 Micro and Small Enterprise (Rs in lakhs)

Particulars	As at 31-March-2026		As at 31-March-2025	
	Principal	Interest	Principal	Interest
Amount Due to Supplier	1,882.55	-	1,871.49	-

33 Earnings in Foreign Currencies (Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Export of Goods	2,696.14	3,137.16
Total	**2,696.14**	**3,137.16**

34 Expenditure made in Foreign Currencies

(Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
- Imported	84.82	82.16
Foreign Exhibition Expense	9.11	-
Total	**93.92**	**82.16**

During the year, the Company re-imported peanut butter originally exported. The goods were returned and re-imported under Section 20 of the Customs Act, 1962. The re-imported goods have been accounted as purchases. No customs duty was levied.

35 Value of imported and indigenous raw materials, spare parts and components consumed

(Rs in lakhs)

Particulars	Year ended on 31-March-2026		Year ended on 31-March-2025	
	Amount	%	Amount	%
RAW MATERIAL GOODS				
- Imported	84.82	0.83%	82.16	1.22%
- Indigenous	10,104.65	99.17%	6,648.10	98.78%
Packing materials				
- Imported	-	0.00%	-	0.00%
- Indigenous	976.17	100.00%	967.14	100.00%
Total	**11,165.64**		**7,697.40**	

36 Related Party Disclosure

(i) List of Related Parties

Particulars	Relationship
Sigma Cold	Entities in which KMP or their relatives have significant influence
Sigma Foods	Entities in which KMP or their relatives have significant influence
Mother Nutri Foods	Entities in which KMP or their relatives have significant influence
Chintan Rajnikant Thakar	Key Managerial Personnel(KMP)– Managing Director
Parth Sheth	Relative of KMP (Relative of Director)
Umesh Kantilal Sheth	Key Managerial Personnel (KMP) – Whole Time Director
Rajnibhai Thakar	Key Managerial Personnel (KMP) – Director (Executive)
Naynaben Rajnibhai Thakar	Relative of KMP (Relative of Director)
Vandanben Sheth	Relative of KMP (Relative of Director)
Dharmesh Rajnikant Thakar	Relative of KMP (Relative of Director)
P2B Foods Private Limited	Enterprises over which Key Managerial Personal or its relatives are able to exercise significant influence
Richa Kachhawaha	Key Managerial Personnel (KMP) – Company Secretary
Kaushik Mehta	Independent Director
Ketan Kumar Mehta	Independent Director
Anup Patel	Key Managerial Personnel (KMP) – Chief Financial Officer
Tanvi Patel	Independent Director
Atri Maheshwari (w.e.f May 08, 2025)	Independent Director

(ii) Related Party Transactions

(Rs in lakhs)

Particulars	Relationship	Year ended on 31-March-2026	Year ended on 31-March-2025
Loan & Advances Taken			
- Sigma Cold	Entities in which KMP or their relatives have significant influence	-	56.53
- Sigma Foods	Entities in which KMP or their relatives have significant influence	-	1.64
- Dharmesh Rajnikant Thakar	Relative of KMP (Relative of Director)	-	10.10
- Mother Nutri Foods	Entities in which KMP or their relatives have significant influence	-	1,785.78
- Naynaben Rajnibhai Thakar	Relative of KMP (Relative of Director)	-	39.00
Sitting Fees to Independent Directors			
- Atri Maheshwari (w.e.f May 08, 2025)	Independent Director	0.39	-
- Kaushik Mehta	Independent Director	0.18	0.14
- Ketan Kumar Mehta	Independent Director	-	0.14
- Tanvi Patel	Independent Director	0.76	0.35
Loan & Advances Given			
- Mother Nutri Foods	Entities in which KMP or their relatives have significant influence	-	1,785.78
- Dharmesh Rajnikant Thakar	Relative of KMP (Relative of Director)	-	1.60
Unsecured Loan Repaid			
- Chintan Thakar	Key Managerial Personnel(KMP)– Managing Director	1,859.63	157.90
- Umesh Kantilal Sheth	Key Managerial Personnel (KMP) – Whole Time Director	490.18	254.25
- Rajnibhai Thakar	Key Managerial Personnel(KMP)– Director(Executive)	84.45	227.50
- Parth Sheth	Relative of KMP (Relative of Director)	9.92	-
- Parth Sheth	Relative of KMP (Relative of Director)	-	86.50
Remuneration to KMP(s) & Directors			
- Chintan Thakar	Key Managerial Personnel(KMP)– Managing Director	2.25	4.50
- Umesh Kantilal Sheth	Key Managerial Personnel (KMP) – Whole Time Director	2.83	4.50
- Rajnibhai Thakar	Key Managerial Personnel (KMP) – Director (Executive)	2.25	4.50
- Anup Patel	Key Managerial Personnel (KMP) – Chief Financial Officer	3.60	1.01
- Richa Kachhawaha	Key Managerial Personnel (KMP) – Company Secretary	2.34	1.76
Advance from customer Received			
- Sigma Cold	Entities in which KMP or their relatives have significant influence	1,393.33	-
Advance from customer paid			
- Sigma Cold	Entities in which KMP or their relatives have significant influence	1,393.33	-
Unsecured Loan Taken			
- Umesh Kantilal Sheth	Key Managerial Personnel (KMP) – Whole Time Director	469.51	32.50
- Rajnibhai Thakar	Key Managerial Personnel (KMP) – Director (Executive)	71.03	4.50
- Chintan Thakar	Key Managerial Personnel(KMP)– Managing Director	1,815.24	115.00
SMP salary			
- Parth Sheth	Relative of KMP (Relative of Director)	9.00	4.50
Cold Storage			
- Sigma Cold	Entities in which KMP or their relatives have significant influence	-	61.95
RE-IMBURSEMENT of credit card expenses			
- Chintan Thakar	Key Managerial Personnel(KMP)– Managing Director	70.37	84.29
- Umesh Kantilal Sheth	Key Managerial Personnel (KMP) – Whole Time Director	20.44	28.67

(iii) Related Party Balances

(Rs in lakhs)

Particulars	Relationship	As at 31-March-2026	As at 31-March-2025
Short Term loans & Advance			
- Sigma Cold	Entities in which KMP or their relatives have significant influence	1.05	1.05
- Mother Nutri Foods	Entities in which KMP or their relatives have significant influence	-	-
- Naynaben Rajnibhai Thakar	Relative of KMP (Relative of Director)	-	-
- Dharmesh Rajnikant Thakar	Relative of KMP (Relative of Director)	-	-
- P2B Foods Private Limited	Enterprises over which Key Managerial Personal or its relatives are able to exercise significant influence	0.22	0.22
- Umesh Kantilal Sheth	Key Managerial Personnel (KMP) – Whole Time Director	-	-
Unsecured Loan			
- Chintan Thakar	Key Managerial Personnel(KMP)– Managing Director	-	44.39
- Parth Sheth	Relative of KMP (Relative of Director)	-	9.92
- Umesh Kantilal Sheth	Key Managerial Personnel (KMP) – Whole Time Director	-	20.67
- Rajnibhai Thakar	Key Managerial Personnel (KMP) – Director (Executive)	-	13.42
Remuneration Payable			
- Chintan Thakar	Key Managerial Personnel(KMP)– Managing Director	-	4.50
- Parth Sheth	Relative of KMP (Relative of Director)	-	4.50
- Umesh Kantilal Sheth	Key Managerial Personnel (KMP) – Whole Time Director	-	4.50
- Rajnibhai Thakar	Key Managerial Personnel (KMP) – Director (Executive)	-	4.50
- Naynaben Rajnibhai Thakar	Relative of KMP (Relative of Director)	-	9.00
- Vandanben Sheth	Relative of KMP (Relative of Director)	-	9.00
Other Payables			
- Umesh Kantilal Sheth	Key Managerial Personnel (KMP) – Whole Time Director	0.03	0.40
- Chintan Thakar	Key Managerial Personnel(KMP)– Managing Director	4.89	8.73
Independent Director Fees			
- Kaushik Mehta	Independent Director	0.18	0.14
- Ketan Kumar Mehta	Independent Director	-	0.14
- Tanvi Patel	Independent Director	0.19	0.35
- Atri Maheshwari (w.e.f May 08, 2025)	Independent Director	0.39	-
CFO Salary			
- Anup Patel	Key Managerial Personnel (KMP) – Chief Financial Officer	2.70	1.01
SMP salary			
- Parth Sheth	Relative of KMP (Relative of Director)	2.63	-
CS			
- Richa Kachhawaha	Key Managerial Personnel (KMP) – Company Secretary	0.20	0.20

37 Security of Current Assets Against Borrowings

Reconciliation between Current Assets as per Quarterly statement filed with Bank and Current Asset as per Books of Account

(Rs in lakhs)

Particulars	Jun, 2025	Sept, 2025	Dec, 2025	Mar, 2026
Current Assets as per Quarterly Return filed with Bank	4,052.00	4,147.00	4,059.00	4,709.00
Less:				
Valuation Difference	-718.14	-1,684.21	-2,847.98	-2,499.87
Current Assets as per Books of Account	**4,770.14**	**5,831.21**	**6,906.98**	**7,208.87**

38 Ratio Analysis

Particulars	Numerator/Denominator	As at 31-March-2026	As at 31-March-2025	Change in %
(a) Current Ratio	Current Assets / Current Liabilities	1.72	1.46	18.09%
(b) Debt-Equity Ratio	Total Debts / Shareholder's Equity	0.63	0.92	-31.44%
(c) Debt Service Coverage Ratio	Earning available for Debt Service / Debt Service	17.51	5.07	245.40%
(d) Return on Equity Ratio	Profit after Tax / Average Shareholder's Equity	25.61%	37.79%	-32.23%
(e) Inventory turnover ratio	Total Turnover / Average Inventories	3.25	3.13	3.86%
(f) Trade receivables turnover ratio	Total Turnover / Average Trade Receivable	3.68	3.92	-6.28%
(g) Trade payables turnover ratio	Total Purchases / Average Trade Payable	7.60	5.07	49.77%
(h) Net capital turnover ratio	Total Turnover / Closing Working Capital	3.21	4.31	-25.68%
(i) Net profit ratio	Net Profit / Total Turnover	9.44%	7.35%	28.42%
(j) Return on Capital employed	Earning before interest and taxes / Capital Employed	15.29%	20.68%	-26.05%
(k) Return on investment	Return on Investment / Total Investment	0.00%	0.00%	

39 CSR Expenditure

(Rs in lakhs)

Particulars	Year ended on 31-March-2026	Year ended on 31-March-2025
Amount required to be spent by the company during the year	10.16	7.55
Amount of expenditure incurred	10.20	7.55

Nature of CSR activities

During the year, the Company contributed ₹10,20,000 to Karnavati Charitable Trust, a trust registered under Section 12AB and approved under Section 80G of the Income-tax Act, towards eligible CSR activities under Section 135 of the Companies Act, 2013. The Trust utilizes such funds for undertaking charitable activities, including education, healthcare and medical relief, environmental conservation through tree plantation, women empowerment and other social welfare initiatives.

40 Other Statutory Disclosures as per the Companies Act, 2013

41 Intangible Assets under Development Ageing Schedule

As there are no Intangible assets under development as on balance sheet dates, disclosure/ reporting with respect to ageing of the same is not applicable during the periods under consideration.

42 Capital Work-in-Progress Ageing Schedule

As there is no Capital-work-in progress as on balance sheet dates, disclosure/ reporting with respect to ageing of the same is not applicable during the periods under consideration.

43 Lease

The Company does not have any leasing arrangements, and accordingly, no disclosures are required under AS 19 Leases.

44 Subsequent Events

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed. Hence, there were no events occurred after the balance sheet date.

45 Regrouping

Previous year's figures have been regrouped/rearranged wherever necessary to make them comparable with current year figures.

46 Segment reporting

Company is in only one segment, hence Segment Reporting as per AS-17 is not applicable on the company.

47 Title deed of immovable property

The company holds all title deeds of immovable property in its name.

48 Benami property

The company does not have any Benami property, where any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

49 Willful defaulter

The company is not declared as willful defaulter by any bank or financial Institution or other lender.

50 Transactions with struck off companies

The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013.

51 Registration of charges or satisfaction with Registrar of Companies

The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

52 Scheme of Arrangements

There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

53 Utilisation of Borrowed funds and share premium:

The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(i) 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

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

(i) 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

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

54 Undisclosed income

The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the years in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme.

55 Compliance with number of layers of companies

The Company does not have any subsidiaries therefore disclosure of compliance with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

56 Disclosure pertaining to 'details of crypto currency or virtual currency'

The company has not traded or invested in Crypto currency or Virtual Currency during the reporting periods.

57 Revaluation of PPE and Intangible assets

The company has not revalued its Property, Plant and Equipment and Intangible assets during the reporting periods. The disclosure as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

58 Audit Trails and Backup of Books and papers

The company has used accounting software for maintaining its books of accounts for the period ended 31 March, 2026, which has a feature of recording audit trail (Edit Log) facility. The company has not operated the said facility.

As per our report of even date

For RATAN CHANDAK & CO LLP

Chartered Accountants

Firm's Registration No. 108696W/W101028

JAGADISH LAXMAN SATE
Digitally signed by JAGADISH LAXMAN SATE
Date: 2026.05.30 19:07:31 +05'30'

CA Jagadish Sate

Partner

Membership No. 182935

UDIN: 26182935GBHRDN1187

Place: Navi Mumbai

Date: May 30, 2026

For and on behalf of the Board of Directors of

Mother Nutri Foods Limited

Chintan Rajnikant Thakar
Digitally signed by Chintan Rajnikant Thakar
Date: 2026.05.30 18:16:45 +05'30'

Chintan Rajnikant Thakar

Managing Director

DIN: 09346153

UMESHBHAI KANTILAL SHETH
Digitally signed by UMESHBHAI KANTILAL SHETH
Date: 2026.05.30 18:22:06 +05'30'

Umeshbhai Kantilal Sheth

Whole-time Director

DIN:02644842

PATEL ANUP GOPALDAS
Digitally signed by PATEL ANUP GOPALDAS
Date: 2026.05.30 18:00:31 +05'30'

Anup Gopaldas Patel

Chief Financial Officer

PAN: AKEPP6295L

Richa Kachhawaha
Digitally signed by Richa Kachhawaha
Date: 2026.05.30 18:23:37 +05'30'

Richa Kachhawaha

Company Secretary

Membership No: A62495

Place: Mahuva, Gujarat

Date: May 30, 2026