



# 35th ANNUAL REPORT 2024-2025





# FLEX FOODS LIMITED

(CIN L15133UR1990PLC023970)

## 35<sup>th</sup> ANNUAL REPORT 2024-2025

### BOARD OF DIRECTORS

ASHOK CHATURVEDI  
*Chairman*

RAHUL RAZDAN  
*Whole Time Director & CEO*

RAJEEV SHARMA

INDU LIBERHAN

PRADEEP NARENDRA PODDAR

ARVIND MAHAJAN

### COMPANY SECRETARY

HIMANSHU LUTHRA

### AUDITORS

#### **Statutory Auditor**

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

#### **Internal Auditor**

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

#### **Secretarial Auditor**

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

### BANKERS

CANARA BANK  
INDIAN BANK  
WOORI BANK

### CORPORATE OFFICE

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

### REGISTERED OFFICE

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

### REGISTRAR AND SHARE TRANSFER AGENT

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

### WORKS

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

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## DIRECTORS' REPORT

### To the Members,

Your Directors have pleasure in presenting this 35<sup>th</sup> Annual Report together with Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025.

### FINANCIAL RESULTS:

The summarized financial results for the year ended 31<sup>st</sup> March, 2025 and for the previous year ended 31<sup>st</sup> March, 2024 are as follows:

[Rs. in Lacs]

	Year Ended 31.03.2025	Year Ended 31.03.2024
<b>Revenue from Operations</b>	<b>15,001.20</b>	<b>12,128.15</b>
Other Income	37.99	40.54
<b>Total Revenue</b>	<b>15,039.19</b>	<b>12,168.69</b>
<b>Profit before Finance Cost, Depreciation &amp; Tax</b>	<b>(374.66)</b>	<b>(177.75)</b>
Finance Cost	2,279.71	1,722.93
Depreciation	1,665.78	1,623.11
<b>Profit before Tax</b>	<b>(4,320.15)</b>	<b>(3,523.79)</b>
Less: Tax Expenses	(1,070.49)	(930.55)
<b>Profit for the year</b>	<b>(3,249.66)</b>	<b>(2,593.24)</b>

During the year under review, your Company achieved total revenue and net profit of Rs 15,001.20 Lakhs and Rs. (3,249.66) Lakhs respectively, as against total revenue and Net Profit of Rs. 12,168.69 Lakhs and Rs (2593.24) Lakhs respectively during the previous financial year ended 31<sup>st</sup> March, 2024.

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

### SHARE CAPITAL

The paid-up equity share capital outstanding as on 31<sup>st</sup> March, 2025 was Rs.12.45 Crore. During the year under review, the Company has neither issued Shares with Differential Voting Rights nor granted Stock Options nor Sweat Equity.

As on 31<sup>st</sup> March, 2025 none of the Directors of the Company except the following held shares or convertible instruments of the Company:

Mr. Ashok Chaturvedi – 7,610 Equity shares

### TRANSFER OF UNCLAIMED DIVIDEND TO AUTHORITY

An amount of Rs. 19,07,410/- (Rupees Nineteen Lakh Seven Thousand Four Hundred Ten) was transferred to Investor Education and Protection Fund (IEPF) during the year under review.

### TRANSFER OF UNCLAIMED SHARES TO AUTHORITY

As per the provision of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company has

transferred 44,855 (Forty Four Thousand Eight Hundred Fifty Five) Equity Shares on which Dividend was not paid for more than seven years to the Investor Education and Protection Fund (IEPF) during the year under review.

### DIVIDEND

Yours Directors are pleased to recommend a dividend of Rs. 0.50 (Rupees Fifty Paise Only) per equity share of Rs.10/- each (5%) for the financial year ended 31<sup>st</sup> March, 2025 after considering business exigencies.

The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 26<sup>th</sup> July, 2025 to Friday, 1<sup>st</sup> August, 2025 (both days inclusive).

The Dividend, as recommended by the Board, if declared at the meeting, will be paid to those members or their mandates:

- Whose names appear as Beneficial owners as at the end of business hours on Friday, the 25<sup>th</sup> July, 2025 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- Whose names appear as members in the Register of Members of the Company after giving effect to valid requests for transmission of shares, deletion/transposition of names etc in physical form lodged with the Registrar & Share Transfer Agents of the Company on or before Friday, the 25<sup>th</sup> July, 2025.

### CHANGE IN NATURE OF BUSINESS

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

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rajeev Sharma, Non-Executive-Non-Independent Director (DIN: 08789214) of the Company retires by rotation and being eligible, offers himself for reappointment.

Mr. Rahul Razdan was re-appointed as Whole-time Director & CEO in terms of approval granted by the shareholders of the Company at the 34<sup>th</sup> Annual general meeting of the Company held on 27<sup>th</sup> August, 2024 for a period of 3 (three) years w.e.f. 24<sup>th</sup> August, 2024.

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

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

### RELATIONSHIP BETWEEN DIRECTORS INTER-SE

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

## DIRECTORS' RESPONSIBILITY STATEMENT

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

- that in the preparation of the Annual Accounts for the year ended 31<sup>st</sup> March, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- that the Company has selected such accounting policies and applied consistently, and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2025 and of the Profit/Loss of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual accounts have been prepared on a going concern basis;
- that proper Internal Financial Controls were in place and that the financial controls were adequate and were operating effectively.
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

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

## DISCLOSURE RELATED TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

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

## DEPOSITS

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

## PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

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

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The related party transactions entered during the financial year were on Arm's Length Basis and were in the ordinary course

of business. Therefore, the provisions of section 188(1) of the Companies Act, 2013 are not applicable. However, suitable disclosure has been made in the notes to the Financial Statements.

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

## CORPORATE SOCIAL RESPONSIBILITY

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

During the year, one meeting of the Corporate Social Responsibility (CSR) Committee was held on 28<sup>th</sup> March, 2025. All the members attended the meeting. However, the average net profit during the 3 (three) immediately preceding financial years is Rs. (23.85) lakhs, the Company was not required to make any contribution towards CSR activities in FY 2024-25.

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

## ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

## RISK MANAGEMENT POLICY

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

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

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

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

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

#### **INTERNAL FINANCIAL CONTROLS**

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

#### **VIGIL MECHANISM AND WHISTLE BLOWER POLICY**

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

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

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

#### **STATUTORY AUDIT & AUDITORS**

The Report given by M/s. MJMJ & Associates LLP, Chartered Accountants (Firm Registration No. 027706N/N400013)), Statutory Auditors on the financial statement of the Company for the year 2024-2025 is part of the Annual Report. There is no qualification, reservation or adverse remark or disclaimer in their Report.

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

The Report of the Statutory Auditors on the financial statements including relevant notes on the accounts for the Financial Year ended 31<sup>st</sup> March, 2025 are self-explanatory and therefore do not call for any further comments.

#### **INTERNAL AUDITORS**

The Board of Directors of your Company has re-appointed M/s. KAAP & Associates, Chartered Accountants, Delhi (Firm Registration No. 019416N) as Internal Auditors pursuant to the provisions of Section 138 of the Companies Act, 2013 for the financial year 2025-2026.

#### **SECRETARIAL AUDITORS**

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

The Report of the Secretarial Auditors for the financial year 2024-2025 is annexed to the Directors Report as per "Annexure C".

#### **EXPLANATION IN RESPONSE TO THE AUDITOR'S QUALIFICATIONS**

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

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

#### **INDIAN ACCOUNTING STANDARDS**

The annexed financial statements for the Financial Year 2024-25 and corresponding figures for 2023-24 comply in all material aspects with the Indian Accounting Standards notified under section 133 of the Companies Act, 2013 (the Act), the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act as modified from time to time.

#### **COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS**

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

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

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

#### **SETTLEMENT WITH BANK OR FINANCIAL INSTITUTION**

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

#### **ANNUAL RETURN**

The Draft Annual Return of the Company as on 31<sup>st</sup> March, 2025 is available on the Company's website and can be accessed at <https://www.flexfoodsltd.com/b2c-annual-return.php>

#### **MEETINGS**

During the year under review, four Board Meetings, four meetings of Audit Committee, two meeting of Nomination and

Remuneration Committee, one meeting of CSR Committee and five meetings of Stakeholders Relationship Committee were convened and held, the details of which are given in Corporate Governance Report appended hereto.

#### COMPOSITION OF AUDIT COMMITTEE

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

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

There has been no material change and commitments occurred, between the end of the financial year of the Company i.e., 31<sup>st</sup> March, 2025 and the date of this report affecting financial position of the Company.

#### POLICY ON REMUNERATION

The company has Nomination and Remuneration Policy for Directors, Key Management Personnel and Senior Management Personnel. The said policy is available at [https://www.flexfoodsLtd.com/pdf/Nomination\\_Remuneration\\_Policy.pdf](https://www.flexfoodsLtd.com/pdf/Nomination_Remuneration_Policy.pdf)

#### PARTICULARS OF EMPLOYEES

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

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

#### DISCLOSURE OF COST RECORD

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

#### BOARD EVALUATION

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

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

#### CORPORATE GOVERNANCE

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

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

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

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. No complaint was received from any employee during the financial year 2024-2025 and hence no complaint is outstanding as on 31<sup>st</sup> March, 2025 for redressal.

#### PERSONNEL

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

#### ACKNOWLEDGEMENT

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

For & On behalf of the Board

**Ashok Chaturvedi**  
Chairman  
(DIN: 00023452)

Place : NOIDA  
Dated : 16<sup>th</sup> May, 2025

**ANNEXURE - A**  
**FLEX FOODS LIMITED**  
**CSR REPORT FOR THE FY 2024-25**

1	Brief outline on CSR Policy of the Company		Flex Foods Limited strives to be a socially responsible company and strongly believes in development which is beneficial for the society at large. As a Corporate Citizen receiving various benefits out of society, it is our co-extensive responsibility to pay back in return to the society in terms of helping needy people by Promoting education and keeping the environment clean and safe for the society by adhering to the best industrial practices and adopting best technologies, and so on. It is the Company's intent to make a positive contribution to the society in which the Company lives and operates.			
2	Composition of CSR Committee:					
	S I . No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year	
	1.	Mr. Rahul Razdan	Chairperson / Executive Director	1	1	
	2.	Mrs. Indu Liberhan	Member / Independent Director	1	1	
	3.	Mr. Pradeep Narendra Poddar	Member / Independent Director	1	1	
3	Provide the web-links where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.			<a href="https://www.flexfoodsltd.com/pdf/CSRPolicy.pdf">https://www.flexfoodsltd.com/pdf/CSRPolicy.pdf</a>		
4	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.			NOT APPLICABLE		
5	(a)	Average net profit of the company as per sub-section (5) of section 135.		Rs. (1,192.43) Lakhs		
	(b)	Two per-cent of average net profit of the company as per sub-section (5) of Section 135.		NIL		
	(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.		0.18 Lakhs		
	(d)	Amount required being set-off for the financial year, if any.		NIL		
	(e)	Total CSR obligation for the financial year [(b)+(c)-(d)].		NIL		
6	(a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).		NIL		
	(b)	Amount spent in Administrative Overheads.		NIL		
	(c)	Amount spent on Impact Assessment, if applicable.		N.A.		
	(d)	Total amount spent for the Financial Year [(a)+(b)+(c)].		NIL		
	(e)	CSR amount spent or unspent for the Financial Year:				
	Total Amount Spent for the Financial Year (Rs. in Lacs)	Amount Unspent (Rs. in Lakhs)				
		Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub section (5) of Section 135		
		Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
		NIL				
		N.A.		N.A.		

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

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

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

Place : Noida  
Dated : 16<sup>th</sup> May, 2025

## **ANNEXURE - B**

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

#### **Energy Conservation Measures Taken**

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

Knowledge of energy consumption for each product & process, measuring & analyzing data on steam generation, distribution & consumption, measuring & analyzing data on electricity & consumption, process analysis & improvement, Identifying & eliminating distribution system loss, frequent inspection & cleaning programs.

Air drying unit Herbs waste is being utilized as biofuel in Boiler leading to reduction in briquette consumption in Dehradun Plant. Proper monitoring & efficient running of the dehumidifiers to ensure optimum energy utilization at Hosur, Tamil Nadu plant.

The Company is using alternate energy which was installed in previous years.

Further, the Company has the following certifications:

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

The Company has not made any major capital investments during FY 2024-25.

#### **ABSORPTION TECHNOLOGY**

##### **Research & Development (R&D)**

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

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

- Freeze Dried Straw berry
- Freeze Dried Yoghurt
- Freeze Dried flavored Yoghurt
- Freeze Dried Flavored Corn
- Freeze Dried Banana Peel powder
- IQF Papaya
- Air-Dried sweet Potato
- Freeze Dried Apple
- Freeze Dried Pumpkin
- Freeze Banana Powder
- Freeze Blueberry
- Air-Dried Potato

- Organic sprouted Air-Dried Rice, Millets & Pulses grains & Flours
- Organic sprouted multigrain Crackers & Noodles

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

The supply of FD Strawberry, FD Curd, FD Beet root, FD Zucchini, Sprouted AD grains and FD Mango have been started and some are in the pipeline.

**Future plan of Action:**

- a) Supplies to be initiated for the products considered for new product development.
- b) Training program has been initiated at the plant location for EMS (Environment Management system) and for farmers for growing Organic & Conventional herbs for Good Agricultural Practices (GAP) to grow herbs & vegetables as per US and EU norms.
- c) Backward integration for growing of herbs with increased area of cultivation for sustained and quality supply of fresh herbs at Hosur, Tamil Nadu plant.
- d) Certification of GRASP along with updated version-6 of Global GAP.

The Company has not made any major expenditure on R&D during the FY 2024-25.

**FOREIGN EXCHANGE EARNING AND OUTGO**

**Activities related to Exports**

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

During the year, the Company exported manufactured goods calculated on FOB basis amounting Rs. 11,256.64 Lakhs. The expenditure incurred in Foreign Exchange (including value of imports) during the year amounted to Rs. 218.65.

**For & On behalf of the Board**

Place : Noida  
Dated : 16<sup>th</sup> May, 2025

**Ashok Chaturvedi**  
Chairman  
(DIN: 00023452)

**ANNEXURE - C**  
**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

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

To

**The Members**

**FLEX FOODS LIMITED**

**(CIN: L15133UR1990PLC023970)**

**Lal Tappar Industrial Area,  
PO-Resham Majri, Haridwar Road,  
Dehradun, Uttarakhand**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FLEX FOODS LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2025** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not Applicable as the Company did not**

**issue any securities during the financial year under review.**

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

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India

- (ii) The Listing Agreement entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

We further report that

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meeting and Committee meetings are carried out unanimously and the views of dissenting members, if any, are captured and recorded as part of the minutes of

Board of Directors or Committees of the Board, as the case may be.

We further report that based on the compliance mechanism established by the Company and on the basis of the Certificates issued by the Whole-tome Director & CEO and CFO and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there are no major actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. above have taken place.

Place: Delhi  
Date: 16<sup>th</sup> May, 2025

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

Mahesh Kumar Gupta  
Proprietor  
FCS No.: 2870::C P No.: 1999  
Peer review certificate no. 6470/2025  
UDIN NO.: F002870G000357961

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

## ANNEXURE - A

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

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

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

Place : Delhi  
Date : 16<sup>th</sup> May, 2025

For Mahesh Gupta and Co.  
Company Secretaries

**Mahesh Kumar Gupta**  
Proprietor  
FCS No.: 2870::C P No.: 1999  
Peer review certificate no. 6470/2025  
UDIN NO.: F002870G000357961

**ANNEXURE - D**

**PARTICULARS OF REMUNERATION**

**Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

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

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

<b>Non-Executive Director</b>	<b>Ratio to Median Remuneration</b>
<b>Non-Executive Director</b>	
Mr. Ashok Chaturvedi	0.48
Mrs. Indu Liberhan	1.36
Mr. Rajeev Sharma	0.88
Mr. Arvind Mahajan	0.88
Mr. Pradeep Narendra Poddar	1.12
<b>Executive Director</b>	
Mr. Rahul Razdan	32.89

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

<b>Name of Person</b>	<b>% Increase in Remuneration</b>
<b>Non-Executive Director</b>	
Mr. Ashok Chaturvedi	20.00
Mrs. Indu Liberhan	13.33
Mr. Arvind Mahajan	10.00
Mr. Rajeev Sharma	22.22
Mr. Pradeep Narendra Poddar	55.56
<b>Executive Directors</b>	
Mr. Rahul Razdan	6.97
<b>Key Managerial Personnel (KMP)</b>	
Mr. Shekhar Tiwari (CFO) (w.e.f. 12.11.2024) #	NA
Mr. Naval Kishore Duseja (CFO) (up to 12.11.2024)	(34.38)
Mr. Himanshu Luthra (Company Secretary)	8.58

# Mr. Shekhar Tiwari was appointed as Chief Financial Officer of the Company w.e.f. 12.11.2024, therefore, it is not possible to calculate % increase in his remuneration.

- (c) **the percentage increase in the median remuneration of employees in the financial year:** -2.09

- (d) **the number of permanent employees on the rolls of company**

Calculation of median remuneration of the employee is 541.

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

Average increase in salary of employees in 2024-25 was 7.37%. Percentage increase in the managerial remuneration for the year was 6.97%

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

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

**ANNEXURE - E**

**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2025**

**Corporate Governance**

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

**1. Company's Philosophy on Code of Governance**

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

**2. Board of Directors**

**(a) Composition and Category of the Board (As on March 31, 2025)**

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

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

The composition and category of Directors as on March 31, 2025 are as follows:

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

**b) Board Meetings and attendance record of each Director**

The composition of the Board is in conformity with Regulation 17 of the Listing Regulations and the Companies Act, 2013. Where Four Board Meetings were held during the financial year 2024-2025. The dates on which the meetings were held are 27<sup>th</sup> May, 2024, 9<sup>th</sup> August, 2024, 12<sup>th</sup> November, 2024, and 10<sup>th</sup> February, 2025.

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

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

- (ii) **Directorships and Committee Membership/Chairmanships in other Public Limited Companies / name of Listed Entities where the person is a director and category of Directorship as on 31st March, 2025.**

Name of Director	No. of other Directorship and Committee Membership / chairmanship			Name of Listed Entities where the person is Director and the category of Directorship
	Other Directorship in Public Companies @	No. of Membership of board Committee in other Companies #	No. of Chairmanship of board Committee in other Companies #	
Mr. Ashok Chaturvedi	1	-	-	Uflex Limited (Chairman & Managing Director)
Mr. Rahul Razdan	-	-	-	-
Mr. Rajeev Sharma	1	1	-	-
Mrs. Indu Liberhan	-	-	-	-
Mr. Arvind Mahajan	-	-	-	-
Mr. Pradeep Narendra Poddar	1	2	1	Tasty Bite Eatables Ltd. (Chairman, Independent, Non-Executive)

@ Excludes Directorships of Foreign Companies and Dormant Companies.

# Includes only Audit Committee and Stakeholders' Relationship Committee.

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

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

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

As on 31<sup>st</sup> March, 2025, none of the Directors of the Company held any shares or convertible instruments of the Company, except Mr. Ashok Chaturvedi, Chairman, who held 7,610 equity shares.

- (e) **Board Procedure:**

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

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

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

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

- (g) **Skills / Expertise / Competence of the Board of Director (serving as at 31-03-2025):**

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

The Board of Directors of the Company comprises highly qualified members, possessing required skills, expertise, and competence in making effective contributions towards the growth of the Company. Leadership, operational experience, strategic planning, industry experience, research & development, innovation, consumer insights, marketing, supply

chain management and branding are the key core skill / expertise / competence, in the context of the Company's business apart from governance, finance, taxation and regulatory affairs functions. In the opinion of the Board, these skills are available with the Member of the Board of Directors and is best demonstrated with the following chart / matrix:

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

**(h) Compensation or Profit Sharing**

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

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

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

**(j) Independent Directors**

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

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

The Independent Directors of your Company have confirmed that:

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

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

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

As stipulated in the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate Meeting of the Independent Directors of the Company was held on 28<sup>th</sup> March, 2025 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed the quality, quantity, and timeliness of the flow of information between the Management and the Board and its Committee which is necessary to effectively and reasonably perform and discharge their duties.

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

#### (I) Familiarization Programme for Independent Directors

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

Further, the company has a familiarization programme for Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company etc. The familiarization programme along with details of the same imparted to the Independent Directors during the year are available on the website of the Company (weblink: <https://www.flexfoodsltd.com/pdf/Familiarization-Program-for-Independent-Directors/Familiarization-Program-for-Independent-Directors-2024-2025.pdf> )

### 3 Audit Committee

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

Mrs. Indu Liberhan (Chairperson of Audit Committee) was present at the last Annual General Meeting dated 27<sup>th</sup> August, 2024.

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

#### Details of Meetings and Attendance

In accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee met four times during the financial year on 27<sup>th</sup> May, 2024, 9<sup>th</sup> August, 2024, 12<sup>th</sup> November, 2024, and 10<sup>th</sup> February, 2025. The attendance of each Committee members is as under:

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

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

#### 4) Nomination and Remuneration Committee.

##### Terms of Reference

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

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

#### Composition and details of Meetings

The Company has a Nomination and Remuneration Committee comprising of three members viz Mrs. Indu Liberhan, Mr. Arvind Mahajan and Mr. Pradeep Narendra Poddar. All the members of the Nomination and Remuneration Committee are Non-Executive and Independent. Mrs. Indu Liberhan (Chairperson of the Nomination and Remuneration Committee) attended the last Annual General Meeting held on 27th August, 2024. The Company Secretary acts as the Secretary to the Committee.

During the year, the Nomination and Remuneration Committee met twice on 22<sup>nd</sup> May, 2024 and 12<sup>th</sup> November, 2024.

The attendance of each Committee member is as under:

Name of Members	No. of Meeting held	Meeting attended
Mrs. Indu Liberhan	2	2
Mr. Arvind Mahajan	2	2
Mr. Pradeep Narendra Poddar	2	1

#### 5. Performance Evaluation for Independent Director

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

#### 6. Remuneration to Directors

Details of Remuneration paid to Whole-time Director for the year ended 31.03.2025 is given below:

(in INR)

Name	Salary (Rs.)	Perquisites & Allowances (Rs.)	Commission paid (Rs.)	Bonus paid (Rs.)	Total (Rs.)	Service Term
Mr. Rahul Razdan	88,18,416	4,62,192	-	10,00,000	1,02,80,608/-	3 years

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

The company does not have any stock option scheme.

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

Sitting fee is paid to Non-Executive Directors for attending each meeting of the Board and Committees thereof. The criteria for making payment to Non-Executive Directors is available at the Company's website [www.flexfoodsltd.com](http://www.flexfoodsltd.com) (weblink: <https://www.flexfoodsltd.com/pdf/CRITERIA%20FOR%20MAKING%20PAYMENT%20TO%20NON-EXECUTIVE%20DIRECTORS.pdf>)

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

(In INR)

Name	Board meetings	Committees Meetings*	Total
Mr. Ashok Chaturvedi	75,000.00	75,000.00	1,50,000.00
Mrs. Indu Liberhan	1,00,000.00	3,25,000.00	4,25,000.00
Mr. Rajeev Sharma	1,00,000.00	1,75,000.00	2,75,000.00
Mr. Arvind Mahajan	1,00,000.00	1,75,000.00	2,75,000.00
Mr. Pradeep Narendra Poddar	1,00,000.00	2,50,000.00	3,50,000.00

\* It includes fees paid for separate meeting of Independent Directors

#### 6. Stakeholders' Relationship Committee

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

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

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

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

During the year, the Stakeholders' Relationship Committee met four times on 9th May, 2024, 1st August, 2024, 16th October, 2024, 13th December, 2024, and 20th February, 2025. The attendance of each Committee member is as under:

Name of Members	No. of Meeting held	Meeting attended
Mr. Rajeev Sharma	5	5
Mr. Indu Liberhan	5	5
Mr. Pradeep Narendra Poddar	5	3

Mr. Rajeev Sharma (Chairman of the Stakeholders' Relationship Committee) was present in the last Annual General Meeting held on 27th August 2024.

The total number of complaints received during the year was 1 (one) and resolved during the year was 1 (one) and the outstanding complaints as on 31.03.2025 were NIL. There was no valid share transfer pending for registration for more than 10 days as on the said date.

The Company Secretary acts as Secretary to the Committee.

#### 7. Prohibition of Insider Trading

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

#### 8. Corporate Social Responsibility (CSR) Committee

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

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

Mr. Rahul Razdan (Chairman of Corporate Social Responsibility Committee) was present in the last Annual General Meeting dated 27<sup>th</sup> August, 2024.

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

The meeting of Corporate Social Responsibility Committee was held on 28<sup>th</sup> March 2025. All the members attended the meeting.

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

#### 9. Particulars of Senior Management Personnel and changes since the close of previous financial year (i.e., 31st March, 2024).

Sl. No.	Name of Senior Management as per SEBI regulations	Designation	Department
1	Mr. Himanshu Luthra	CS-KMP	Secretarial
2	Mr. Pankaj Sunny Pattam	Vice President	Operations
3	Mr. Sanjeev Kumar Nigam	Asst. Vice President	Manufacturing
4	Mr. Vishnu Dutt Tyagi	General Manager	HR & A
5	Mr. S A Parthsarathy	Dy. General Manager	Sales

During the FY 2024-25, following changes were done:

Sl. No.	Name of Senior Management as per SEBI regulations	Changes
1	Mr. Naval Kishore Duseja	Relinquishment of office of CFO-KMP
2	Mr. Shekhar Tiwari	Appointment of CFO-KMP
3	Mr. B P Sharma	Cessation

#### 10. Subsidiary Companies

The Company does not have any Subsidiary Company.

#### 11. General Body Meetings

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

AGM/ EGM	Day, Date & Time	Venue	Special Resolutions Passed
EGM (1/2022)	Tuesday, January 04, 2022, at 11:30 A.M	Through Video Conferencing/ Other Audio-Visual Means (VC/OAVM)	<ul style="list-style-type: none"> <li>Increasing the Borrowing Powers of the Company</li> <li>Creation of Mortgage / Charge on the Assets of the Company</li> <li>Availing / Acceptance of Inter Corporate Deposit(s) / Loan(s)</li> </ul>
32 <sup>nd</sup>	Friday, 05 <sup>th</sup> August, 2022 at 03:00P.M.	Through Video Conferencing/ Other Audio-Visual Means (VC/OAVM)	<ul style="list-style-type: none"> <li>Re-appointment for second term of Mrs. Indu Liberhan (DIN: 03341420) as an Independent Director for 5 years.</li> </ul>
33 <sup>rd</sup>	Friday, 18 <sup>th</sup> August, 2023	Through Video Conferencing/ Other Audio-Visual Means (VC/OAVM)	<ul style="list-style-type: none"> <li>Appointment of Mr. Pradeep Narendra Poddar as an Independent Director of the Company for a term of 3 years w.e.f. 21<sup>st</sup> July, 2023.</li> </ul>
34 <sup>th</sup>	Tuesday, 27 <sup>th</sup> August, 2024.	Through Video Conferencing/ Other Audio-Visual Means (VC/OAVM)	<ul style="list-style-type: none"> <li>Re-appointment of Mr. Rahul Razdan (DIN: 09290572) as Whole-time Director &amp; CEO of the Company.</li> </ul>

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

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

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

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

(iii) Procedure of Postal Ballot

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

#### 12. Means of Communication

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

- **BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):**

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

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

**13. CEO/CFO Certifications**

Mr. Rahul Razdan, Whole-time Director & CEO and Mr. Shekhar Tiwari, Chief Financial Officer give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at its meeting held on 16th May, 2025.

**14. General Shareholders Information****(a) Annual General Meeting to be held**

Date: 21st August, 2025

Day: Thursday

Time: 12:30 P.M. IST (Annual General Meeting through video conferencing /other audio-visual means (VC/OAVM) facility)

**Deemed venue for meeting:** Registered Office of the Company at Lal Tappar Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun, Uttarakhand

**(b) Tentative Financial Calendar**

- Results for quarter ending 30.06.2025: By mid of August, 2025
- Results for quarter ending 30.09.2025: By mid of November, 2025
- Results for quarter ending 31.12.2025: By mid of February, 2026
- Results for quarter ending 31.03.2026: By 30<sup>th</sup> May, 2026

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

**(c) Book Closure date**

Saturday, 26<sup>th</sup> July, 2025 to Friday, 1<sup>st</sup> August, 2025 (both days inclusive).

**(d) Dividend payment date**

Dividend for the financial year 2024-2025, if declared will be paid/credited to the account of the shareholders on or before 19<sup>th</sup> September, 2025.

**(e) Listing of Equity Shares on Stock Exchanges**

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

**Note:** Annual Listing fee have been duly paid to BSE Limited for the Year 2025-2026.

**(f) Demat ISIN Number in NSDL & CDSL: INE 954B01018****(g) Address for correspondence for Shares transfer and related matters:**

For shares held in physical form:

The Company's Registrar & Share Transfer Agent (RTA), address at:

Beetal Financial & Computer Services Pvt. Ltd.

(Unit: Flex Foods Ltd.)

Beetal House

3rd Floor, 99, Madangir

Behind Local Shopping Centre

Near Dada Harsukhdas Mandir

New Delhi – 110062

Tel. No. 011-29961281

Fax No. 011 – 29961284

**For shares held in Demat form:**

To the Depository Participants (DP)

**(h) Share Transfer System**

As per the directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialized form. Effective April 1, 2019, transfer of shares in physical form has ceased. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with

physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, Beetal Computer and Financial Services Private Limited, for assistance in this regard.

(i) **Distribution of Shareholding as on 31.03.2025**

<b>FLEX FOODS LIMITED</b> Distribution of Shareholding as on 31 <sup>st</sup> March, 2025				
<b>No. of Equity Shares held</b>	<b>No. Shareholders</b>	<b>% Of Shareholders</b>	<b>No. of Shares</b>	<b>% to Total Shares</b>
Upto 500	8593	90.70	956345	7.68
501 - 1000	401	4.23	319797	2.57
1001 - 2000	219	2.31	329473	2.65
2001 - 3000	75	0.79	189351	1.52
3001 - 4000	44	0.46	159543	1.28
4001 - 5000	29	0.31	136233	1.09
5001 - 10000	52	0.55	364968	2.93
10001 & above	61	0.64	9994290	80.28
<b>** TOTAL **</b>	<b>9474</b>	<b>100</b>	<b>12450000</b>	<b>100.00</b>

(j) **Categories of Shareholders as on 31.03.2025**

<b>Category Code</b>	<b>Category</b>	<b>No. of Shareholders</b>	<b>No. of shares held</b>	<b>% of shareholding</b>
(A)	Shareholding of Promoters & Promoter Group			
1	Indian	9	7451191	59.85
2	Foreign	0	0	0
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>9</b>	<b>7451191</b>	<b>59.85</b>
(B)	Public Shareholding			-
1	Institution	1	100	0.00
2	Non-Institution	9464	4998709	40.15
	<b>Total Public Shareholding</b>	<b>9465</b>	<b>4998809</b>	<b>40.15</b>
(C)	Non-Promoter-Non-Public	--	--	--
(C1)	Share Underlying DRs	--	--	--
(C2)	Shares /held by Employee Trusts	--	--	--
	<b>Total (A+B+C))</b>	<b>9474</b>	<b>12450000</b>	<b>100.00</b>

**(k) Dematerialization of Shares and liquidity**

Nearly, 98.01% of total equity share capital is held in dematerialized form as on 31<sup>st</sup> March, 2025 with NSDL/CDSL. The shares of the Company are listed on BSE Limited, which provide sufficient liquidity to the investors.

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

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

**(m) Outstanding ADRs / GDRs / Warrants**

No ADRs/GDRs/ Warrants or any convertible instrument has been issued by the Company. Hence there were no outstanding ADRs. GDRs as on 31.03.2025.

**(n) Plant Locations**

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

**(o) Address for Correspondence**

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

**Beetal Financial & Computer Services Pvt. Ltd.**

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

**Flex Foods Limited**

A-108, Sector-IV,  
 Distt. Gautam Budh Nagar,  
 Noida-201301,  
 Uttar Pradesh,  
 India  
 Tel. No.0120-4012345  
 E-mail: [secretarial@flexfoodsltd.com](mailto:secretarial@flexfoodsltd.com)

**(p) Credit Rating**

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

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

**15. Disclosures****a) Related Party Transactions**

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

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

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

**b) Whistle Blower / Vigil Mechanism Policy**

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

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

**c) Weblink where policy for determining “Material” subsidiaries**

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

**d) Accounting Treatment**

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

**e) Disclosures of Risk Management**

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

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

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

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

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

**h) Management Discussion and Analysis**

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

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

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

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

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

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

- The Company’s statutory audit report is without any modified opinion for the Financial Year ended 31st March, 2025; and
- The Internal Auditor directly reports to the Audit Committee

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

Not Applicable

**l) Code of conduct**

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

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

**m) Review of Directors’ Responsibility Statement**

The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended March 31, 2025 have been prepared as per applicable Indian Accounting Standards (Ind AS) and policies and that sufficient care has been taken for maintaining adequate accounting records.

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

- o) Company has obtained a Certificate from M/s Mahesh Gupta & Co., Company Secretary in practice, that none of directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by Board/Ministry of Corporate Affairs or any such statutory authority. The required certificate is attached to the report on Corporate Governance as Annexure E-1.
- p) The Board of Directors of the Company has accepted the recommendations of all the Committee made recommendations.
- q) Total fees for all services paid by the company to Statutory Auditor, M/s MJMJ & Associates LLP, Chartered Accountants are Rs 27.06 Lakhs.
- r) Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been made elsewhere in Directors Report.
- s) Disclosure by the Listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount – This Clause is not applicable to the Company as the Company did not provide any Loans / advances in the nature of loans to the firms/companies in which directors are interested.
- t) Details of utilization of funds raised through preferential allotment or qualified institutional placement (QIP) as specified under Regulation 32(7A) - This Clause is not applicable to the Company as the Company did not raise any fund through preferential allotment and / or QIP.

#### 16. Other Requirements - Compliance with the Discretionary Requirements

##### (i) The Board

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

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

##### (ii) Shareholders' Rights

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

##### (iii) Audit Qualifications

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

##### (iv) Reporting of Internal Auditors

The Internal Auditors directly report to the Audit Committee.

#### 17. Disclosure with respect to Suspense Escrow Demat Account

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

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

#### 18. Disclosure of certain types of agreements binding listed entities

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

#### 19. Compliance Certificate

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

The above report has been placed before the Board at its meeting held on 16th May, 2025 and the same was approved.

## INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of  
FLEX FOODS Limited

We have examined the compliance of conditions of Corporate Governance by FLEX FOODS LIMITED ('the Company'), for the year ended 31st March, 2025 as per Regulations 17, 17A, 18, 19, 20, 22, 23, 24A, 25, 26, 26A, 27 and clause(b) to (i) and (t) of the Regulation 46(2) and paragraph C, D, E, F & G of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Agreement').

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

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

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

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

DATED : 16.05.2025  
PLACE : NOIDA

**MEGHA JAIN**  
PARTNER  
MEMBERSHIP NO. 415389  
Udin No.- 25415389BMIDWW7782

## DECLARATION

To  
The members of  
Flex Foods Limited

I, Rahul Razdan, Whole-time Director & CEO of the Company, hereby certify that the Board Members and Senior Management Personnel have affirmed compliance with the rules of Code of Conduct for the financial year ended 31st March, 2025 pursuant to the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Flex Foods Limited**

Place : Noida  
Dated : 16<sup>th</sup> May, 2025

**Rahul Razdan**  
Whole-time Director & CEO  
DIN: 09290572

## ANNEXURE - E1

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

To

The Members

FLEX FOODS LIMITED

(CIN: L15133UR1990PLC023970)

Lal Tappar Industrial Area,

P.O. Resham Majri,

Haridwar Road,

Dehradun (Uttarakhand)

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

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

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

Place : Delhi

Date : 16th May, 2025

For Mahesh Gupta and Co.

Company Secretaries

Mahesh Kumar Gupta

Proprietor

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

Peer review certificate no. 6470/2025

UDIN NO.: F002870G000357939

## ANNEXURE -F

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### FORWARD-LOOKING STATEMENTS

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

#### MACROECONOMIC OVERVIEW

After enduring a prolonged and unprecedented series of shocks, the global economy appeared to have stabilized, with steady yet underwhelming growth rates. Further, intensifying downside risks dominate the outlook, amid escalating trade tensions and financial market adjustments. Divergent and swiftly changing policy positions or deteriorating sentiment could lead to even tighter global financial conditions. Ratcheting up a trade war and heightened trade policy uncertainty may further hinder both short-term and long-term growth prospects. Scaling back international cooperation could jeopardize progress toward a more resilient global economy.

#### GLOBAL ECONOMIC OUTLOOK

Following an unprecedented series of shocks in the preceding years, global growth was stable yet underwhelming through 2024 and was projected to remain so in January, 2025 World Economic Outlook (WEO) update. However, the landscape has changed as governments around the world reorder policy priorities. Since the release of the January 2025 WEO Update, a series of new tariff measures by the United States and countermeasures by its trading partners have been announced and implemented, ending up in near-universal US tariffs on April 2, 2025 and bringing effective tariff rates to levels not seen in a century. This on its own is a major negative shock to growth. The unpredictability with which these measures have been unfolding also has a negative impact on economic activity and the outlook and, at the same time, makes it more difficult than usual to make assumptions that would constitute a basis for an internally consistent and timely set of projections. Further, the global economy appears to be settling at a low growth rate that will be insufficient to foster sustained economic development—with the possibility of further headwinds from heightened policy uncertainty and adverse trade policy shifts, geopolitical tensions, persistent inflation, and climate-related natural disasters. Against this backdrop, emerging market and developing economies (EMDEs) which fuel 60 percent of global growth—are set to enter the second quarter of the twenty-first century with per capita incomes on a trajectory that implies substantially slower catch-up toward advanced-economy living standards than they previously experienced. Without course corrections, most low-income countries are unlikely to graduate to middle-income status by the middle of the century. Policy action at both global and national levels is needed to foster a more favorable external environment, enhance macroeconomic stability, reduce structural constraints, address the effects of climate change, and thus accelerate long-term growth and development.

Global growth is set to slow further this year, amid the lagged and ongoing effects of tight monetary policy, restrictive financial conditions, and feeble global trade and investment. Downside

risks to the outlook include an escalation of the recent conflict in the Middle East and associated commodity market disruptions, financial stress amid elevated debt and high borrowing costs, persistent inflation, weaker-than-expected activity in China, trade fragmentation, and climate-related disasters. Against this backdrop, policy makers around the world face enormous challenges. Even though investment in emerging market and developing economies (EMDEs) is likely to remain subdued, lessons learned from episodes of investment growth acceleration over the past seven decades highlight the importance of macroeconomic and structural policy actions and their interaction with well-functioning institutions in boosting investment and thus long-term growth prospects. Commodity-exporting EMDEs face a unique set of challenges amid fiscal policy procyclicality and volatility. This underscores the need for a properly designed fiscal framework that, combined with a strong institutional environment, can help build buffers during commodity price booms that can be drawn upon during subsequent slumps in prices. At the global level, cooperation needs to be strengthened to provide debt relief, facilitate trade integration, tackle climate change, and alleviate food insecurity.

Further, the Global growth is expected to hold steady at 2.7 percent in 2025-26. However, the global economy appears to be settling at a low growth rate that will be insufficient to foster sustained economic development—with the possibility of further headwinds from heightened policy uncertainty and adverse trade policy shifts, geopolitical tensions, persistent inflation, and climate-related natural disasters. (Source: <https://www.worldbank.org/en/publication/global-economic-prospects>).

#### INDIAN ECONOMIC OVERVIEW

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. India is poised to lead the global economy once again, with the International Monetary Fund (IMF) projecting it to remain the fastest growing major economy over the next two years. According to the April 2025 edition of the IMF's World Economic Outlook, India's economy is expected to grow by 6.2 per cent in 2025 and 6.3 per cent in 2026, maintaining a solid lead over global and regional peers. The April 2025 edition of the WEO shows a downward revision in the 2025 forecast compared to the January 2025 update, reflecting the impact of heightened global trade tensions and growing uncertainty. Despite this slight moderation, the overall outlook remains strong. This consistency signals not only the strength of India's macroeconomic fundamentals but also its capacity to sustain momentum in a complex international environment. As the IMF reaffirms India's economic resilience, the country's role as a key driver of global growth continues to gain prominence.

The IMF has also revised its growth estimates for other major global economies. China's GDP growth forecast for 2025 has been downgraded to 4.0 per cent, down from 4.6 per cent in the January 2025 edition of the World Economic Outlook. Similarly, the United States is expected to see a slowdown, with its growth revised downward by 90 basis points to 1.8 per cent. Despite these revisions, India's robust growth trajectory continues to set it apart on the global stage.

Further, India's economic outlook for 2025 and 2026 remains one of the brightest among major global economies, as highlighted by the IMF. Despite global uncertainties and downward revisions in growth forecasts for other large economies, India is set to maintain its leadership in global economic growth. Supported by strong fundamentals and strategic government initiatives, the country is well-positioned to navigate the challenges ahead. With reforms in infrastructure, innovation, and financial inclusion, India continues to enhance its role as a key driver of global economic activity. The IMF's projections reaffirm India's resilience, further solidifying its importance in shaping the global economic future. (<https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>)

## INDUSTRY SCENARIO AND DEVELOPMENT

India is fast emerging as a central hub for global manufacturing. With its rapidly growing economy, vast labor force, and increasingly business-friendly policies, the country is positioning itself to become one of the top manufacturing destinations in the world. Getting qualified and active employees and labor will be a challenge in the time to come and hence, automation is one area where companies need to invest. India has emerged as the fifth-largest manufacturing hub globally, commensurate with her GDP rank. The manufacturing sector has shown dynamism, sustaining an average annual growth rate of 6.8% p.a. over the past decades. However, as the services sector has grown at a slightly higher rate, the share of manufacturing in GDP has tended to stagnate around 16-17% over this period. India has built a diversified industrial base with the rising importance of technology-intensive sectors, although low-technology (labor-intensive) sectors continue to remain important providers of jobs. (Source: India Industrial Development Report 2024-25 by INSTITUTE FOR STUDIES IN INDUSTRIAL DEVELOPMENT (ISID))

The food processing sector in India is characterized by its diverse structure, which includes various sub-sectors that cater to different consumer needs and preferences. This diversity not only enhances the sector's resilience but also reflects the country's vast agricultural base. The Sector has undergone rapid transformation, driven by its vast agricultural base, rising domestic demand, and supportive government policies. India is poised to emerge as a global leader in the food processing sector, with an impressive growth trajectory. Agriculture sector forms the backbone of the India's food processing industry, India being the largest producer of fruits, vegetables, millets, tea, and food grains as well as milk and livestock globally.

### Food Processing Industry Trends

The food processing industry in India has witnessed rapid growth in the recent past, with the sector emerging as one of the most promising industries driving the economic growth of the country. The food processing sector in India is currently experiencing significant transformation, influenced by evolving consumer preferences and advancements in technology. These trends not only highlight the sector's potential for growth but also its critical role in India's broader economic framework.

- **The Rise of Plant-Based Foods**

One of the most significant trends in the food processing industry is the surge in the popularity of plant-based foods. Consumers are increasingly turning towards vegetarian

and vegan options for health, ethical, and environmental reasons. This shift has led to a proliferation of plant-based meat substitutes, dairy alternatives, and snacks that cater to this growing market.

- **Sustainable Packaging Solutions**

Sustainability is no longer a buzzword but a critical aspect of the food processing industry. With increasing awareness about the environmental impact of plastic waste, food companies are adopting sustainable packaging solutions. Biodegradable, compostable, and recyclable packaging materials are becoming standard as companies strive to reduce their carbon footprint.

- **Advanced Food Preservation Techniques**

Food preservation technology has advanced significantly, allowing food processing companies to extend the shelf life of products while maintaining quality and safety. Techniques such as high-pressure processing (HPP), pulsed electric fields (PEF), and modified atmosphere packaging (MAP) are gaining traction.

- **The Role of Technology in Food Processing**

Technology is revolutionizing the food processing industry, making it more efficient, safe, and sustainable. Automation, artificial intelligence (AI), and the Internet of Things (IoT) are some of the technologies being integrated into food processing operations.

- **The Emergence of Alternative Proteins**

As the global population grows and environmental concerns rise, there is an increasing need for sustainable protein sources. Alternative proteins, including insect-based proteins, lab-grown meat, and algae-based proteins, are emerging as viable options to meet this demand.

- **Smart Food Production**

The concept of smart food production involves using data analytics, automation, and advanced manufacturing techniques to optimize food production. This approach not only enhances efficiency but also improves product consistency and safety.

- **Health and Wellness Focus**

The health and wellness trend continues to dominate the food processing industry. Consumers are increasingly looking for foods that support a healthy lifestyle, such as low-sugar, low-fat, and nutrient-dense options.

- **Local and Authentic Flavours**

There is a growing appreciation for local and authentic flavours as consumers seek to connect with their cultural heritage and explore new culinary experiences. This trend has led to an increase in demand for region-specific foods and traditional recipes.

The India food processing market size reached INR 30,498.0 Billion in 2024. Looking forward, IMARC Group expects the market to reach INR 65,244.8 Billion by 2033, exhibiting a growth rate (CAGR) of 8.38% during 2025-2033. Rapid urbanization, the rising consumer preference for processed foods, favorable government initiatives, ongoing technological advancements in food processing, and an evolving retail

landscape promoting convenient RTE food products are among the key factors driving the market growth. (Source: <https://www.imarcgroup.com/indian-food-processing-market>)

## BUSINESS OVERVIEW

According to the Food Processing Market Report 2025 (Global Edition), the global food processing market is projected to grow from USD 170,254.2 million in 2024 to USD 273,391.04 million by 2031, registering a CAGR of 7.00% from 2024 to 2031. The food processing industry involves the transformation of raw agricultural products into consumable food items through various physical, chemical, and mechanical processes. This sector plays a crucial role in enhancing the shelf life, safety, and quality of food, thus meeting the demands of a growing global population.

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

- **Freeze Dried Products**

Freeze-dried products are a widespread preservation alternative in modern industry to preserve their original texture, colour, flavour, aroma, nutrients and quick reconstitution (rehydration) in water. Today, there are numerous examples of freeze-dried products on the market: freeze-dried food, freeze-dried fruit, freeze-dried flower, etc. Among their many advantages are their long shelf life without compromising quality, and the ease of transport and storage by significantly reducing weight. As the demand for these lightweight, easy-to-store items grows, certain global markets have emerged as key players in the freeze-dried product industry. The global freeze-dried product market is thriving, with key players spread across different continents. The demand for these lightweight, nutrient-dense options is driven by diverse factors, including lifestyle choices, health consciousness, and a growing interest in sustainable and convenient food solutions. As the Company continue to witness innovations in food technology of freeze-dried products and air-dried herbs in India and changing consumer preferences, the freeze-dried market is poised for further expansion. Freeze-dried food products by the Company preserve flavor much better than regular dehydrating, leading to brighter, fresher-tasting flavors. The Company provide a range of products including freeze dried herbs, freeze dried fruits, freeze dried vegetables and freeze-dried mushrooms under this category. Companies are putting lot of stress on R&D and development of new

fruits and vegetables under freeze drying to have the major central companies under their network.

As per a Research Report by IMARC Group, the Indian freeze-dried food market size reached USD 109.00 Million in 2024 and expects the market to reach USD 314.63 Million by 2033, exhibiting a growth rate (CAGR) of 12.50% during 2025-2033. Rising consumer demand for convenient and long-shelf-life food, rapid urbanization, growing health awareness, expanding retail and e-commerce channels, advancements in freeze-drying technology, rising disposable incomes, evolving dietary preferences, and the need for nutrient retention in packaged foods are driving the India freeze dried food market growth. (Source : <https://www.imarcgroup.com/india-freeze-dried-food-market>).

Freeze Dried Products are ambient stable and can be handled with minimal modified storage conditions especially refrigeration or chilling. This helps in a reduced carbon footprint till its final usage.

The Company is exploring the possibility of launching ready to eat fruit snacks starting with mango, strawberry and banana in US market in retail packing which seems to have enormous growth potential.

- **Air Dried Products**

One of the biggest drivers of market expansion is heightened consumer interest in minimally processed, additive-free food products. As more health-conscious consumers call for natural and nutrient-rich food products, air-dried food products because of their affordability, they are quickly gaining traction as their potential to retain major nutrients, minerals, and flavors with no artificial additives position them as a desirable alternative. The popularity of air dried food is on the rise. The global air-dried food market has grown due to easy availability to a variety of packaging foods, including air-dried packaging foods, rising consumer health consciousness, and rising customer appetite to pay higher prices for air-dried foods. Air drying preserves many of the nutrients in food, whereas other methods of preservation can destroy them. People simply enjoy the taste and texture of air dried food.

The Air-Dried Food Market is projected to witness steady growth from 2025 to 2035, driven by the increasing need for long-shelf-life food products, meal convenience, and natural food preservation technologies. The market is projected to be USD 105.1 billion in 2025 and reach USD 160.1 billion by 2035, with a compound annual growth rate (CAGR) of 4.3%. (Source: <https://www.futuremarketinsights.com/>)

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

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

The global individual quick freezing market size is worth around USD 22.44 billion in 2024 and is anticipated to reach around USD 37.33 billion by 2034, growing at a CAGR of 5.22% over the forecast period 2024 to 2034. (Source: <https://www.precedenceresearch.com/>)

## PRODUCT CATEGORIES

### a) **Mushroom Business**

The global mushroom market size was valued at USD 71.81 Billion in 2024. Looking forward, IMARC Group estimates the market to reach USD 119.76 Billion by 2033, exhibiting a CAGR of 5.80% during 2025-2033. Europe currently dominates the market, holding a significant market share of over 41.9% in 2024. This market is witnessing stable expansion in the region, which is impacted by a growing customer base with health-conscious that are appealed by mushroom's nutritional benefits, culinary versatility, and proliferating uses in both nutraceuticals and pharmaceuticals. The global mushroom market is principally influenced by elevating customer need for functional as well as plant-derived foods, pertaining to their highly beneficial medical and nutritional value. Rapid augmentation in health awareness has further accelerated the consumption of variety of mushrooms as a nutrient-rich, low-calorie food source. In addition to this, proliferating applications in key segments, majorly encompassing dietary supplements, pharmaceuticals, or cosmetics, further impact market dynamics positively, boosted by bioactive compounds present in mushroom. Besides this, innovations in cultivation methodologies, like controlled environment agriculture (CEA), have significantly improved production quality as well as efficacy. Increase in popularity of organic and sustainable products aids mushroom market share expansion, aligning with environmental and health trends worldwide.

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

Presently, fresh mushrooms are being viewed as a safe adulteration free alternative to paneer (cottage cheese) for consumption.

### b) **Fruits and Vegetables**

The global fruit and vegetable market is undergoing a period of profound transformation driven by a combination of shifting consumer demands, innovative processing technologies, and rapidly evolving distribution methods. In recent years, this market has become increasingly complex due to a blend of traditional agricultural practices and modern retail approaches that cater simultaneously to sustainability and health-focused trends. The fresh fruits & vegetables segment dominated the fruits and vegetables market in 2024. The global fruits and vegetables market size accounted for USD 231.66 billion in 2024, grew to USD 243.89 billion in 2025 and is projected to surpass around USD 385.94 billion by 2034,

representing a healthy CAGR of 5.24% between 2024 and 2034.

### c) **Herbs and Spices**

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

The Indian spices market is poised for robust growth, fueled by rising domestic consumption and escalating export demand. As health-conscious consumers gravitate toward organic options, the demand for natural spices will surge. Innovations in processing and packaging will enhance quality and freshness while the e-commerce segment will expand, offering convenient access to diverse spice varieties and fostering direct-to-consumer sales. India's spices are likely gain a stronger foothold in international markets through strategic marketing and adherence to global standards. Emphasis on sustainable sourcing and the health benefits of spices will cater to the wellness trend, while increased R&D investments will drive innovations in cultivation and product development, ensuring long-term market growth.

## PRODUCT-WISE PERFORMANCE

### Sale of Finished Goods

Description	Current Year		Previous Year	
	Quantity (In MTS)	Value (Rupees in Lacs)	Quantity (In MTS)	Value (Rupees in Lacs)
Processed Foods	1,969.00	13,343.03	1,888.06	10,474.44
Other	1,315.39	1,517.02	1,354.94	1,525.24
Total	3,284.39	14,860.05	3,243.00	11,999.68

## OPPORTUNITIES AND THREATS

The food processing industry in India is rapidly emerging as a vital cog in the nation's economy. The industry has been significantly contributing to the country's gross domestic product (GDP), employment and exports, growing at an AAGR (annual average growth rate) of about 7.26% per annum for the past seven years. Food processing increases the value of agricultural products and reduces wastage, while also creating job opportunities and enhancing food security. Food processing is the mainstay of driving agricultural and economic development in India. It is also strategically placed to boost innovation that would work towards raising the livelihoods of millions in the country.

### Opportunities

- **Rising urbanization and changing consumption patterns**

Approximately 35% of India's population resides in urban

areas. This number is projected to rise to 50% by 2047 (according to the United Nations). This urbanisation in turn is driving a notable shift in consumption habits, with demand for ready-to-eat and packaged foods expected to reach Rs. 12 lakh crore (approximately US\$ 150 billion) by 2025 (according to Research and Markets). Urban dwellers specially double income families and youth prioritise products that offer time-saving solutions while still meeting their nutritional requirements, driving innovation and diversification within the food processing industry.

- **Focus on health and organic products**

The growing emphasis on health and wellness among consumers has led to an increased demand for organic and plant-based foods. The organic food market in India is projected to reach Rs. 75,000 crore (US\$ 9 billion) by 2025, growing at a CAGR of 20% (according to the Indian Organic Market Report 2022). A survey indicated that 60% of Indian consumers are willing to pay a premium for organic products. This shift has prompted food processors to expand their offerings to include a wider range of organic fruits, vegetables and plant-based alternatives.

- **Integration of Technology**

Technological advancements are revolutionising the food processing landscape. This integration of technology not only boosts productivity but also favourably positions India's food processing firms in the competitive global market.

- **Export potential and demand for Indian ethnic food**

The global demand for Indian cuisine has been increasing, with exports of processed food products growing at a CAGR of 15% over the past five years.

- **MSMEs and startups in rural areas**

The food processing sector presents significant opportunities for micro, small, and medium enterprises (MSMEs) and startups, especially in rural regions. As of 2023, there were approximately 63 million MSMEs in India, contributing to 30% of the country's GDP (according to the Ministry of Micro, Small and Medium Enterprises). Government schemes, such as the PM Formalisation of Micro Food Processing Enterprises Scheme, have supported over 200,000 MSMEs (according to the Ministry of Food Processing Industries). By improving market access for farmers and fostering local entrepreneurship, these businesses can empower communities and stimulate economic development.

### Threats

While food processing provides an opportunity to utilize excess production efficiently, ensuring food & nutritional security and supporting farmers, the Indian food processing industry faces several threats, including infrastructural limitations, lack of proper storage and cold chain facilities, competition from global players, fluctuating raw material prices, and regulatory hurdles. These problems hinder the growth of the sector and increase wastage of agricultural products.

- **Fluctuating Raw Material Prices**

Price volatility in agricultural commodities poses a challenge, impacting the production costs for food processors

- **Stringent Quality and Safety Standards**

Meeting stringent international quality and safety standards can be challenging for smaller enterprises w.r.t. legal compliances for pesticides, heavy metals, etc.

- **Seasonality of operations and low capacity utilization**

As an agri-based Company, the businesses are sensitive to weather conditions, including extremes such as drought and natural disasters. The availability of raw materials required for operations and the demand for products may be adversely affected by longer than usual periods of heavy rainfall in certain regions or a drought in India. The occurrence of any unfavorable weather patterns may adversely affect business, results of operations and financial condition.

- **Competition from Global Players**

The increasing globalization exposes the sector to competition from well-established international food processing companies.

- **Fragmented Regulatory Environment**

The new threat of tariffs is from the United States of America as it is destabilizing the businesses due to uncertainties in the market.

The regulatory environment for the industry in India is complex and fragmented. This can make it difficult for businesses to comply with the rules and regulations.

However, the immense potential of the food processing sector in India is driven by abundant resources, a growing consumer base, and supportive government initiatives. To fully harness this potential, addressing infrastructure challenges, increasing processing levels, and improving supply chain integration are imperative. Embracing technological advancements and meeting global quality standards will not only mitigate threats but also position the sector for sustained growth and competitiveness on the world stage. The food processing industry, with its strengths and opportunities, remains a key player in India's journey toward economic prosperity and agricultural sustainability.

### FUTURE OUTLOOK

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

The food processing industry in India is at the threshold of a major transformation due to a host of reasons: growing urbanization, changing consumer preferences, and above all, a government framework that is supportive of business pursuits. As the domestic processing capacity has reached 20 million metric tonnes since 2014, there are ample opportunities open

for innovation as well as investment. The introduction of the PLI Scheme is proving to be a turning point in modernizing the agro-industry ecosystem by incentivizing the manufacturing of ready-to-eat products, processed fruits, and vegetables; and dairy products, among others, thereby creating infrastructure, attracting technology, enhancing exports, and positioning India as a competitive player in the food market globally.

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

## **RISKS AND CONCERNS**

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

The products that the Company manufactures or processes are subject to risks such as contamination, adulteration and product tampering during their manufacturing, transport or storage. Inherent business risks exist in form of product liability or recall claims if products fail to meet the required quality standards or are alleged to result in harm to customers. Such risks may be controlled, but not eliminated, by adherence to good manufacturing practices and finished product testing.

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

## **INTERNAL CONTROL SYSTEM, THEIR ADEQUACY AND OPERATIVE EFFECTIVENESS**

Internal control is an essential part of the corporate governance and management of the Company. The Company has defined the operating principles for internal control. The Audit Committee of the Company monitors the effectiveness and efficiency of the internal control systems and the correctness

of the financial reporting. The aim of internal control is to ensure reliability of financial reporting, effectiveness and efficiency of operations as well as compliance with laws and regulations. Control of financial reporting assures that financial statements are prepared in a reliable manner. The aim is also to ensure that all financial reports published and other financial information disclosed by the Company provide a fair view on the Company's financial situation. Control of operations is aimed at ensuring effectiveness and efficiency of operations and achievement of the Company's strategic and financial objectives. Control of compliance ensures that the Company follows applicable laws and regulations.

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

## **HUMAN RESOURCES/INDUSTRIAL RELATIONS**

The Company has amicable employee relations at all locations and would like to place on record its sincere appreciation for the unstinted support it continues to receive from all its employees. The Company also continued to focus on manpower productivity and efficiency during the Financial Year under review and hence drives various learning and development interventions in this regard, in line with the organizational objectives. The Company is also committed to foster employee engagement and connect, while maintaining a safe and healthy workplace. The Company has several policies formulated for the benefit of employees, which promote gender diversity, equal opportunity, prevention of sexual harassment, safety and health of employees. As on March 31, 2025, the total number of permanent employees of the Company was 467. The Company's industrial relations continued to be harmonious during the year under review.

## **ENVIRONMENT, OCCUPATIONAL HEALTH AND SAFETY**

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

## ANALYSIS OF FINANCIAL AND OPERATIONAL PERFORMANCE

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

### A. FINANCIAL CONDITIONS

The composition and growth of assets was as under:

[Rs. in lacs]

Particulars	March 31, 2025	March 31, 2024	Growth %
Land & Investment Property	1,397.81	1,397.81	0.00%
Buildings	8,701.70	8,020.13	8.50%
Plant & Equipment's	25,650.51	25,566.57	0.33%
Electrical Fittings & Installations	1,562.25	1,559.99	0.14%
Office Equipment's	420.60	415.97	1.11%
ERP Software	32.49	32.49	0.00%
Furniture & Fixtures	106.88	106.46	0.39%
Vehicles	228.04	239.24	(4.68%)
Right of use assets	272.41	258.99	5.18%
<b>Total</b>	<b>38,372.69</b>	<b>37,597.65</b>	-
Less: Acc. Depreciation	12435.54	10,781.88	-
Add: CWIP	51.14	221.75	-
Net Fixed Assets	25,988.29	27,037.52	-

### B. RESULTS OF OPERATIONS

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

(Rs.in lacs)

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	Amount	%	Amount	%
<b>INCOME</b>				
Revenue from operations	15,001.20	99.75	12,128.15	99.67
Other income	37.99	0.25	40.54	0.33
Total Revenue	15,039.19	100.00	12,168.69	100.00
<b>EXPENDITURE</b>				
Raw Material Consumed	4,601.80	30.60	3637.8	29.89
Purchase of Stock in Trade	10.50	0.07	0.73	0.01
(Increase)/Decrease in stock	248.80	1.65	(989.37)	(8.13)
Change in Inventory of Biological Assets	9.14	0.06	(8.12)	(0.07)
Gain in Change in fair value of Biological Assets	(2.04)	(0.01)	(2.67)	(0.02)
Manufacturing Exp.	5,362.21	35.66	4897.58	40.25
Payment & Benefit to Emp.	2,722.56	18.10	2596.02	21.33
Administrative, Selling & Other Expenses	2,460.88	16.36	2214.47	18.20

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	Amount	%	Amount	%
OPERATING EXPENSES	15,413.85	102.49	12346.44	101.46
EBDIT	(374.66)	(2.49)	(177.75)	(1.46)

### C. SIGNIFICANT CHANGES IN FINANCIAL RATIOS

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

Financial Ratio	FY 2024-25	FY 2023-24	Change	Reason for change
Debt Equity Ratio	6.71	3.49	92.30%	The significant Change in these ratios are due to the additional borrowings raised by the Company during the year for stabilization of new Project at Krishnagiri, Tamil Nadu which was completely capitalized on 31.05.2023. Further, as the capacity was not fully utilized and due to this turnover was also less than the Expected, which resulted in net losses during the year.
Debt Service Coverage Ratio	(0.25)	(0.20)	25.00%	
Return on Equity	(55.5%)	(29.3%)	89.80%	The significant Change in these ratios is due to reason, the capacity was not fully utilized in the new Project at Krishnagiri, Tamil Nadu, due to which turnover was also less than the Expected. This has resulted in net losses during the year.
Inventory Turn-over Ratio	1.04	0.63	65.10%	Change is due to increase in consumption of raw material on account of increase in sales in Current year as compared to previous year.
Net Capital Turn-over Ratio	(4.61)	(28.35)	83.70%	Change is due to increase in sales in current year as compared to previous year further increase is due to the additional borrowings raised by the Company during the year and Input Tax credit on Input services transferred from other current asset to property, plant and equipment on basis of order passed for Safari Retreats Private Limited vs. Chief Commissioner of CGST [TS-350-HC-2019(ORJ)-NT] during the year.
Return on Capital Employed	(7.94%)	(6.19%)	28.20%	<p>a) The significant Change in these ratios are due to the additional borrowings raised by the Company during the year for stabilization of new Project at Krishnagiri, Tamil Nadu which was completely capitalized on 31.05.2023. Further, as the capacity was not fully utilized and due to this turnover was also less than the Expected, which resulted in net losses during the year.</p> <p>b) The significant Change in these ratios is due to reason, the capacity was not fully utilized in the new Project at Krishnagiri, Tamil Nadu, due to which turnover was also less than the Expected. This has resulted in net losses during the year.</p>

**SECRETARIAL COMPLIANCE REPORT OF FLEX FOODS LIMITED  
FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2025**

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

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

- a) (the "Listed Entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this Report, for the financial year ended **31<sup>st</sup> March, 2025 ("Review Period")** in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulations) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

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

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

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

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
--	--	--	--	--	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	--	--	--	--	--

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous report	Observations made in the Secretarial Compliance Report for the year ended (The year to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comment of the PCS on the actions taken by the listed entity
--	--	--	--	--	--	--

(c) I, hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

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

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder.	--YES--	
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	--YES--	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)  The action taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	--YES--	
12	<b>Resignation of Statutory auditors from the listed entity or its material subsidiaries</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the listed entities.	--NA--	There is no resignation of the Auditor
13	<b>Additional non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/ guidance note etc. except as reported above	--YES--	

**Assumptions & Limitation of scope and Review:**

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

Place : Delhi  
Date : 16th May, 2025

For Mahesh Gupta and Co.  
Company Secretaries

Mahesh Kumar Gupta  
Proprietor  
FCS No.: 2870::C P No.: 1999  
Peer review certificate no. 6470/2025  
UDIN NO.: F002870G000357774

## INDEPENDENT AUDITOR'S REPORT

TO  
THE MEMBERS OF  
FLEX FOODS LIMITED

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying Financial Statements of **FLEX FOODS LIMITED** ("The Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2025, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including material accounting policy information and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of the affairs of the Company as at 31st March, 2025, and the losses and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Key Audit Matters

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

Sr. No	Key Audit Matters	Auditor response
1.	<p><b><i>Evaluation of uncertain tax positions</i></b></p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes 32 to the Financial Statements</p>	<p><b><i>Principal Audit Procedures</i></b></p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2025 from management.</p> <p>We also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2024 to evaluate whether any change was required to management's position on these uncertainties.</p>
2.	<p><b><i>Revenue Recognition</i></b></p> <p>The Revenues of the Company consists primarily of sale of products.</p> <p>The Company assesses the activities promised in a contract and identifies distinct performance obligations in the contract, where applicable. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables involves significant judgment.</p>	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> <li>Evaluation and testing of the design and operating effectiveness of the relevant business process controls, inter-alia controls over the capture, measurement, and authorization of revenue transactions.</li> <li>Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.</li> </ul>

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

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

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

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

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

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

#### **Management's Responsibility for the Financial Statements**

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

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

#### **Auditor's Responsibility**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance

is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:-
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant Books of Account.
  - d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder.

- e) On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) There is no matter or transaction that in our opinion may have any adverse effect on the functioning of the Company;
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 32 to the Financial Statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. a) The management has represented, that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other source or kind of funds ) by the company to or in any other persons or entities, including foreign entities with the understanding, whether recorded in writing or otherwise that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any other persons or entities, including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise that the company shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (b) contain any material mis-statement.
- (v) The final dividend proposed in the previous year, declared and paid by the company during the year, is in compliance with Section 123 of the Act.
- (vi) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
3. As required by The Companies (Amendment) Act, 2017, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the company to its director during the year is in accordance with the provisions of section 197 of the Act, read with Schedule V of the Act.

**FOR MJMJ & ASSOCIATES LLP**

CHARTERED ACCOUNTANTS

FIRM REGISTRATION NO. 027706N/C400013

PLACE : NOIDA  
DATED : 16.05.2025

MEGHA JAIN  
PARTNER

MEMBERSHIP NO. 415389  
UDIN-25415389BMIDXC4790

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF "FLEX FOODS LIMITED" ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025**

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date of "FLEX FOODS LIMITED" ("the Company") for the year Ended on **31<sup>st</sup> March 2025**, we report that:

**i. In respect of Property, Plant and Equipment and Intangible assets of the Company:**

- a) A. According to information and explanation given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
- B. According to information and explanation given to us, the Company has maintained proper records showing full particulars of Intangible Assets.
- b) According to information and explanation given to us, the Property, Plant & Equipment of the Company have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification as compared to books of accounts.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) including investment property are held in the name of the Company.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company hasn't revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year as the company follows Cost model.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings that have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**ii. In respect of Inventories of the Company:**

- a) According to the information and explanation given to us, Physical verification of inventory has been conducted at reasonable intervals by the Management of the Company, In our opinion the coverage and procedure of such verification by the management is appropriate and No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has been

sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with banks or financial institution are in agreement with the books of account of the company.

- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company hasn't made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The company has not accepted any deposits. Therefore, the provision of clause (v) of Para 3 of the Companies (Auditor's Report) Order, 2020 is not applicable to the company.
- vi. The Provisions of maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the products dealt / manufactured by the company are not applicable to the company. Therefore, the provisions of clause (vi) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the company.
- vii. a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Goods and Service Tax, Customs duty, Cess and any other material statutory dues as applicable with the appropriate authorities.

And according to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, Employees' state insurance, income tax, duty of customs, Cess, Goods and Service Tax and other applicable statutory dues were in arrears as at 31<sup>st</sup> March 2025 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no pending dues in respect of Sales Tax, Service tax, Value added tax, Goods and Service Tax and Cess which has not been deposited on account of any dispute except dues of customs and central excise which have not been deposited as at 31 March 2025 on account of dispute are given below:

Disputed Customs and Central Excise Dues:- Aggregate Duty of Rs. 14.70 lakhs pending before Commissioner (Appeals) CGST Dehradun.

- viii. According to the information and explanations given to us and the records of the Company examined by us, the company has not surrendered or disclosed any transaction previously unrecorded as income in the books of account in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. a) According to the information and explanations given to us and the records of the Company examined by us the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us and the records of the Company examined by us the Company has not been declared as a willful defaulter by bank, financial institution or other lender;
- c) According to the information and explanations given to us and the records of the Company examined by us the term loans were applied for the purpose for which the loans were obtained.
- d) According to the information and explanations given to us and the records of the Company examined by us the Company, the funds raised on short term basis have not been utilised for long term purposes.
- e) According to the information and explanations given to us and the records of the Company examined by us the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) According to the information and explanations given to us and the records of the Company examined by us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. a) According to the information and explanations given to us and the records of the Company examined by us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. Therefore, the provision of clause (x) (a) of Para 3 of the Companies (Auditor's Report) Order, 2020 is not applicable to the company.
- b) According to the information and explanations given to us and the records of the Company examined by us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, the provision of clause (x)(b) of Para 3 of the Companies (Auditor's Report) Order, 2020 is not applicable to the company.
- xi. a) According to the information and explanations given to us and the records of the Company examined by us, there is no fraud by the company or any fraud on the company has been noticed or reported during the year.
- b) According to the information and explanations given to us and the records of the Company examined by us, there is no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government,
- c) According to the information and explanations given to us and the records of the Company examined by us, there are no whistle-blower complaints received during the year by the company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
- xiv. a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the company issued till date for the period under audit.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with Directors or persons connected with him. Therefore, the provisions of section 192 of clause (xv) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xvi. a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause (xvi) (a) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- b) According to the information and explanations given to us and the records of the Company examined by us, the company has not conducted any Non-Banking Financial or Housing Finance activities and is not required to hold Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Therefore, the provisions of clause (xvi) (b) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- c) According to the information and explanations given to us and the records of the Company examined by us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions

of clause (xvi) (c) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

- d) According to the information and explanations given to us and the records of the Company examined by us, The company does not have any CIC in the group. Therefore, the provisions of clause (xvi) (d) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

xvii. According to the information and explanations given to us and the records of the Company examined by us, the Company has incurred cash losses in the financial year amounting to Rs. 2,394.26 Lakhs and company has incurred cash loss of Rs. 1,983.67 in the immediately preceding financial year.

xviii. There has not been any resignation of the statutory auditors during the year. Therefore, the provisions of clause (xviii) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

xix. According to the information and explanations given to us and the records of the Company examined by us, On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, in our opinion there is no material

uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We further state that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balancesheet date will get discharged by the Company as and when they fall due.

xx. According to the information and explanations given to us and the records of the Company examined by us, there is no unspent amount under sub-section (5) of section 135 of Companies Act, pursuant to any project. Therefore, the provisions of clause (xx) (a) and (xx)(b) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

**FOR MJMJ & ASSOCIATES LLP**

**CHARTERED ACCOUNTANTS**

**FIRM REGISTRATION NO. 027706N/C400013**

**PLACE :** NOIDA

**DATED :** 16.05.2025

**MEGHA JAIN**

**PARTNER**

**MEMBERSHIP NO. 415389**

**Udin:- 25415389BMIDXC4790**

**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF "FLEX FOODSLIMITED" FOR THE YEAR ENDED 31<sup>ST</sup>MARCH 2025**

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

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

**Report on the Internal Financial Controls**

We have audited the Internal Financial Controls over financial reporting of "**FLEX FOODS LIMITED**" ("the Company") as of 31<sup>st</sup>March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup>March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**PLACE : NOIDA**  
**DATED : 16.05.2025**

**MEGHA JAIN**  
PARTNER  
MEMBERSHIP NO. 415389  
Udin-25415389BMIDXC4790

## **NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025**

### **1 COMPANY OVERVIEW & MATERIAL ACCOUNTING POLICIES**

#### **I COMPANY OVERVIEW**

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

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

#### **II MATERIAL ACCOUNTING POLICIES**

##### **A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

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

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

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

##### **B. USE OF ESTIMATES AND JUDGEMENTS**

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

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

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

##### **C. CLASSIFICATION OF EXPENDITURE/INCOME**

Except Otherwise Indicated:-

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

##### **D. REVENUES**

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

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

## **E. PROPERTY, PLANT AND EQUIPMENT (PPE)**

### **Recognition and measurement:**

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

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

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

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

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

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

## **F. INTANGIBLE ASSETS**

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

## **G. INVESTMENT PROPERTIES**

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

## H. INVENTORIES

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

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

## I. BIOLOGICAL ASSETS

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

## J. AGRICULTURAL PRODUCE

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

## K. FINANCIAL INSTRUMENTS

### Initial Recognition:

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

### Subsequent Recognition:

#### Non-derivative financial instruments

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

#### Derecognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.

#### **L. TRADE RECEIVABLES**

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

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

All Trade receivables are subsequently stated at amortised cost.

#### **M. LOANS AND ADVANCES**

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

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

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

#### **N. FINANCIAL LIABILITIES**

- (i) Financial liabilities are initially recognised at the fair value of the consideration received less directly attributable transaction cost.
- (ii) Subsequent to initial measurement, financial liabilities are measured at amortised cost. The difference in the initial carrying amount of the financial liabilities and their redemption value is recognised in the statement of profit & loss over the contractual term using the effective interest rate method. This category includes the following class of liabilities; trade and other payables, borrowing; and other financial liabilities.
- (iii) Financial liabilities are further classified as current and non-current depending whether they are payable within 12 months after the balance sheet date or beyond.

#### **O. EARNING PER SHARE**

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

#### **P. INCOME TAXES**

##### **(i) CURRENT TAX**

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

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

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

##### **(ii) DEFERRED TAX ASSETS / LIABILITIES**

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

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

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

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

### (iii) CURRENT AND DEFERRED TAX FOR THE YEAR

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

## Q. EMPLOYEES BENEFITS

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

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

## R. IMPAIRMENT

### Financial assets

The company recognizes loss allowances using the expected credit loss model for the financial assets which are not fair valued through statement of profit and loss. Loss allowance on trade receivables, with no significant financing component is measured at an amount equal to lifetime expected credit loss. For all financial assets expected credit losses are measured at an amount equal to 12-month ECL unless there has been significant increase in credit risk from initial recognition in which case these are measured at lifetime expected credit loss. The amount of expected credit losses or reversal that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the profit or loss for the period.

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

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

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

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

## S. LEASES

### The Company as a Lessee

The Company's lease asset classes primarily consist of leases for land, Office building and equipment's. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a

lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

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

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

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

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

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

#### **T. PROVISIONS AND CONTINGENT LIABILITIES**

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

#### **U. FOREIGN CURRENCY TRANSACTIONS**

- (i) The Company's functional currency is Indian Rupees. Transactions in currency other than Indian Rupees are recorded at the rate, as declared by the Central Board of Indirect Taxes and Customs department, ruling on the date of transaction.
- (ii) Foreign Currency monetary assets and liabilities remaining unsettled as at the balance sheet date are translated using the exchange rates as at the balance sheet date. The gain or loss resulting from the translation is recognized in the statement of profit & loss. Non-monetary assets and liabilities which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary assets and liabilities which are carried at fair value or other similar valuation denominated in foreign currency are reported using the exchange rates that existed when the fair values were determined.
- (iii) Exchange differences arises on settlement/translation of Foreign Currency monetary assets and liabilities are recognised as income/expense through the Exchange Fluctuation Account in the year they arise.
- (iv) Transaction gain or losses realized upon settlement of foreign currency transaction are included in determining the net profit for the period in which transaction is settled.
- (v) Exchanges difference arises on settlement / translation of foreign currency monetary assets and liabilities relating to acquisition of Property, Plant and Equipment till the period they are available for use for commercial production, are capitalized to the cost of assets acquired and provided for over the useful life of the Property, Plant and Equipment.

**V. GOVERNMENT GRANTS**

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

**W. PURCHASES**

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

**X. CLAIMS BY/AGAINST THE COMPANY**

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

**Y. BORROWING COST**

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

**Recent Accounting Pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On August 12, 2024, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2025, applicable from August 12, 2024, as below:

Ind AS 101- First Time adoption of Indian Accounting standards

Ind AS 103 - Business combinations

Ind AS 105 - Non-current assets held for sale and discontinued operations

Ind AS 107 - Financial Instruments -Disclosures

Ind AS 109- Financial Instruments

Ind AS 115 - Revenue from contracts with customers

Ind AS 117- Insurance contracts.

The company does not expect the amendments above to have any significant impact in its financial statements.

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2025**

		(Rs. in Lacs)	
Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
<b>I ASSETS</b>			
<b>1 Non-Current Assets</b>			
a) Property, Plant and Equipment	2(A)	25,663.62	26,555.61
b) Capital work-in-progress	2(B)	12.69	204.05
c) Investment Property	2(C)	1.17	1.17
d) Intangible assets	2(D)	-	-
e) Right of Use Assets	2(E)	272.36	258.99
f) Intangible Assets under development	2(F)	38.45	17.70
g) Financial assets			
i) Loans	3(A)	-	-
ii) Other financial assets	4(A)	348.69	307.56
h) Deferred Tax Asset(Net)	15	1,782.37	711.86
i) Other Non-Current Assets	5(A)	0.92	2.42
<b>Total Non-Current Assets</b>		<b>28,120.27</b>	<b>28,059.36</b>
<b>2 Current Assets</b>			
a) Inventories	6	4,566.54	4,642.52
b) Biological Asset	7	52.53	61.67
c) Financial assets			
i) <b>Trade Receivables</b>	8	3,924.11	<b>3,788.33</b>
ii) Cash and Cash Equivalents	9	121.37	93.49
iii) Bank Balances other than (ii) above	10	47.85	64.53
iv) <b>Loans</b>	3(B)	5.08	<b>1.42</b>
v) <b>Other financial assets</b>	4(B)	12.84	<b>54.82</b>
d) Current Tax Assets (Net)	18	5.12	3.84
e) <b>Other Current Assets</b>	5(B)	1,988.60	<b>2,475.74</b>
<b>Total Current Assets</b>		<b>10,724.04</b>	<b>11,186.36</b>
<b>TOTAL ASSETS</b>		<b>38,844.31</b>	<b>39,245.72</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	11(A)	1,245.00	1,245.00
b) Other equity	11(B)	2,935.21	6,280.37
<b>Total Equity</b>		<b>4,180.21</b>	<b>7,525.37</b>
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
a) Deferred Government Grants	12	138.07	157.69
b) Financial liabilities			
i) Borrowings	13(A)	20,323.48	19,661.78
ii) Lease Liabilities		87.14	130.80
c) Provisions	14(A)	170.42	160.39
<b>Total Non-current liabilities</b>		<b>20,719.11</b>	<b>20,110.66</b>
<b>2 Current Liabilities</b>			
a) Financial liabilities			
i) Borrowings	13(B)	7,583.32	6,429.29
ii) Lease Liabilities		48.01	45.40
iii) Trade Payables:	16		
Total Outstanding dues of micro enterprises and small enterprises		1,207.65	994.07
Total Outstanding dues of creditors other than micro enterprises and small enterprises		1,833.03	1,625.93
iv) Other financial Liabilities	17	1,953.20	1,226.43
b) Other current liabilities	19	741.79	725.44
c) Provisions	14(B)	577.99	563.13
d) Current tax liabilities(Net)	18	-	-
<b>Total Current liabilities</b>		<b>13,944.99</b>	<b>11,609.69</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>38,844.31</b>	<b>39,245.72</b>
<b>III. NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>	<b>1-41</b>		

For and on behalf of the Board of Directors

**Ashok Chaturvedi**  
Chairman  
DIN - 00023452

**Rahul Razdan**  
Whole -time Director & CEO  
DIN - 09290572

**Himanshu Luthra**  
Company Secretary

**Shekhar Tiwari**  
Chief Financial Officer

Place : Noida  
Dated : 16<sup>TH</sup> May, 2025

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

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

**Megha Jain**  
Partner  
Membership No. 415389

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(Rs. in Lacs)

Particulars	Note No.	For the year ended 31.03.2025	For the year ended 31.03.2024
<b>Income</b>			
I Revenue from Operations	20	15,001.20	12,128.15
II Other Income	21	37.99	40.54
<b>III Total Income</b>		<b>15,039.19</b>	<b>12,168.69</b>
<b>IV Expenses</b>			
Cost of Materials Consumed	22	4,601.80	3,637.80
Purchases of Stock in Trade		10.50	0.73
Changes in inventories of Finished Goods, Work-In-Progress & Stock-in-Trade	23(A)	248.80	(989.37)
Changes in inventory of Biological Asset	23(B)	9.14	(8.12)
Gain from Change in Fair Value of Biological Assets	7	(2.04)	(2.67)
Employee benefits expenses	24	2,722.56	2,596.02
Finance Cost	25	2,279.71	1,722.93
Depreciation and Amortization Expenses	2(A), (C), (D) & (E)	1,665.78	1,623.11
Manufacturing Expenses	26	5,362.21	4,897.58
Administration and Selling Expenses	27	2,460.88	2,214.47
<b>Total Expenses</b>		<b>19,359.34</b>	<b>15,692.48</b>
<b>V Profit/(Loss) before tax (III-IV)</b>		<b>(4,320.15)</b>	<b>(3,523.79)</b>
<b>VI Tax expense:</b>			
(1) Current tax		-	-
(2) Deferred Tax Asset		(1,070.51)	(930.55)
(Add): Short/(Excess) Provision of Income Tax for earlier year		0.02	-
<b>Total Tax Expenses (VI)</b>		<b>(1,070.49)</b>	<b>(930.55)</b>
<b>VII Profit/(Loss) for the Period (V-VI)</b>		<b>(3,249.66)</b>	<b>(2,593.24)</b>
<b>VIII Other Comprehensive Income</b>			
<i>Item that will not be reclassified to Profit or Loss</i>			
Remeasurement of the net Defined benefit liability/ Assets		(33.25)	(21.22)
Less: Income Tax on Other Comprehensive Income		-	-
<b>Total Comprehensive Income for the period (VII+VIII)</b>		<b>(3,282.91)</b>	<b>(2,614.46)</b>
<b>IX Earnings per equity share:</b>			
(1) Basic	28	(26.10)	(20.83)
(2) Diluted	28	(26.10)	(20.83)
<b>X NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-41</b>			

For and on behalf of the Board of Directors

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

**Ashok Chaturvedi**  
Chairman  
DIN - 00023452

**Rahul Razdan**  
Whole -time Director & CEO  
DIN - 09290572

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

**Himanshu Luthra**  
Company Secretary  
Place : Noida  
Dated : 16<sup>th</sup> May, 2025

**Shekhar Tiwari**  
Chief Financial Officer

**Megha Jain**  
Partner  
Membership No. 415389

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(Rs. in Lacs)

Particulars	Note No.	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
<b>I CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before tax		(4,320.15)	(3,523.79)
<b>Adjustments for :</b>			
Depreciation and Amortization		1,665.78	1,633.47
Deferred Income on Capital Subsidy		(19.62)	(19.62)
Exchange Rate Fluctuations (Net)		-	-
Interest expenses		2,279.71	1,722.93
Provision for doubtful debts		1.02	-
Sundry Debit Balances Written Off		2.28	12.46
Sundry Credit Balances Written Back		(2.34)	(2.66)
Loss/(Profit) on Sale of Fixed Assets (Net)		(0.73)	-
Interest Income		(31.77)	(22.82)
<b>Operating Profit before Working Capital Changes</b>		<u>(425.82)</u>	<u>(200.03)</u>
<b>Adjustments for :</b>			
(Increase)/Decrease in Inventories		75.98	(1,018.09)
(Increase)/Decrease in Inventories of Biological Asset		9.14	(8.12)
<b>(Increase)/Decrease in Trade Receivables, Current Financial Assets &amp; Other Current Assets</b>		<u>387.44</u>	<u>(919.38)</u>
(Increase)/Decrease in Non Current Financial Assets & Other Non Current Assets		(39.64)	(88.49)
Increase/(Decrease) in Trade Payables, Financial Liabilities, Other Liabilities & Current Provisions		(249.67)	887.88
Increase/(Decrease) in Non Current Provisions		10.03	16.89
		<u>(232.54)</u>	<u>(1,329.34)</u>
<b>Cash Generated From Operating activities</b>			
Income Tax paid		-	-
Exchange Rate Fluctuations (Net)		-	-
<b>Net Cash Generated From Operating Activities</b>		<u><u>(232.54)</u></u>	<u><u>(1,329.34)</u></u>
<b>II CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Property, Plant & Equipment, Capital Work-In -Progress & Investment property		(603.77)	(364.87)
Proceeds from Sale of Property ,Plant & Equipment		1.37	0.01
Interest Received		31.77	22.82
<b>Net cash used in Investing Activities</b>		<u><u>(570.63)</u></u>	<u><u>(342.04)</u></u>
<b>III CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds /(Repayment) of non Current Borrowing (Net)		661.70	1,382.22
Proceeds from Current Borrowing (Net)		1,154.03	1,354.51
Dividend Paid		(62.25)	(62.25)
Lease Liability		(54.49)	(62.94)
Interest & Finance charges		(884.62)	(1,080.43)
<b>Net cash used in Financing Activities</b>		<u><u>814.37</u></u>	<u><u>1,531.11</u></u>
Net increase in Cash & Cash Equivalents	(I+II+III)	<u><u>11.20</u></u>	<u><u>(140.27)</u></u>
Cash & Cash Equivalents at beginning of the year	9 & 10	158.02	298.29
<b>Cash &amp; Cash Equivalents at end of the year #</b>	9 & 10	<u><u>169.22</u></u>	<u><u>158.02</u></u>

**Note:**

# Includes Rs.47.85 lacs (Previous Year Rs.64.53 lacs) in respect of amount lying in unclaimed dividend account, Demand Deposits more than 3 months, margin money for bank guarantee and Letter of Credit.

**IV NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-41**

For and on behalf of the Board of Directors

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

**Ashok Chaturvedi**  
Chairman  
DIN - 00023452

**Rahul Razdan**  
Whole -time Director & CEO  
DIN - 09290572

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

**Himanshu Luthra**  
Company Secretary

**Shekhar Tiwari**  
Chief Financial Officer

**Megha Jain**  
Partner  
Membership No. 415389

Place : Noida  
Dated : 16<sup>TH</sup> May, 2025

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(Rs. In Lacs)

Particulars	Equity Share Capital	Other equity				Total Equity & Other Equity
		Reserve & surplus		Other Comprehensive Income	Total	
		Retained Earnings	General Reserve			
Balance as at April 1,2024	1,245.00	5,364.48	1,007.84	(91.95)	6,280.37	7,525.37
Changes in Equity Share Capital due to prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Changes in equity during the year						
Dividend Paid		(62.25)	-	-	(62.25)	(62.25)
Remeasurement of the net defined benefit liability/assets, (net of tax )		-	-	(33.25)	(33.25)	(33.25)
Profit for the Period	-	(3,249.66)	-	-	(3,249.66)	(3,249.66)
Balance as at March 31,2025	1,245.00	2,052.57	1,007.84	(125.20)	2,935.21	4,180.21
Balance as at April 1,2023	1,245.00	8,019.97	1,007.84	(70.73)	8,957.08	10,202.08
Changes in Equity Share Capital due to prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Changes in equity during the year						
Dividend Paid	-	(62.25)	-	-	(62.25)	(62.25)
Remeasurement of the net defined benefit liability/assets, (net of tax )	-	-	-	(21.22)	(21.22)	(21.22)
Profit for the Period	-	(2,593.24)	-	-	(2,593.24)	(2,593.24)
Balance as at March 31,2024	1,245.00	5,364.48	1,007.84	(91.95)	6,280.37	7,525.37

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-41**

For and on behalf of the Board of Directors

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

**Ashok Chaturvedi**  
Chairman  
DIN - 00023452

**Rahul Razdan**  
Whole -time Director & CEO  
DIN - 09290572

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

**Himanshu Luthra**  
Company Secretary  
Place : Noida  
Dated : 16<sup>th</sup> May, 2025

**Shekhar Tiwari**  
Chief Financial Officer

**Megha Jain**  
Partner  
Membership No. 415389

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

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

Sr. No.	Particulars	GROSS CARRYING VALUE			DEPRECIATION/AMORTISATION			NET CARRYING VALUE		(Rs. in Lacs)	
		As At 01-04-2024	Additions/ Adjustment During the Year	Deductions/ Adjustment During theYear	As At 31-03-2025	As At 01-04-2024	Provided During the Year	Deduction/ Adjustment During theYear	Upto 31-03-2025		As At 31-03-2025
1	Freehold Land	1,396.64	-	-	1,396.64	-	-	-	-	1,396.64	1,396.64
2	Building	7,959.57	681.57	-	8,641.14	1,678.17	296.33	-	1,974.50	6,666.64	6,281.40
	-Factory #	60.56	-	-	60.56	41.31	0.56	-	41.87	18.69	19.25
3	Plant & Equipment	25,566.57	83.94	-	25,650.51	8,173.99	1,148.93	-	9,322.92	16,327.59	17,392.58
4	Furnitures & Fixtures	106.46	0.42	-	106.88	33.40	8.97	-	42.37	64.51	73.06
5	Vehicles	239.24	1.56	12.76	228.04	101.48	20.34	12.12	109.70	118.34	137.76
6	Office Equipments	415.97	4.63	-	420.60	200.72	66.12	-	266.84	153.76	215.25
7	Electrical Installation	1,559.99	2.26	-	1,562.25	520.32	124.48	-	644.80	917.45	1,039.67
	SUB TOTAL(A)	37,305.00	774.38	12.76	38,066.62	10,749.39	1,665.73	12.12	12,403.00	25,663.62	26,555.61
	PREVIOUS YEAR	32,288.72	5,016.40	0.12	37,305.00	9,116.03	1,633.47	0.11	10,749.39	26,555.61	23,172.69

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

Capital work-in-progress											
<b>SUB TOTAL (B)</b>	-	-	-	-	-	-	-	-	-	12.69	204.05
										12.69	204.05

**Notes:-**

- Borrowed Fund Capitalised during the year is Nil (Previous year Rs. 18.78 Lacs).Further, foreign exchange gain adjusted upto the date of capitalisation Current year Nil (Previous year Rs.31.94 Lacs)
- Out of total depreciation of Rs.1665.73 Lacs (PY 1633.47 lacs), depreciation of Rs.1665.73 Lacs (PY 1623.11 Lacs) is transferred to P&L A/C and Rs.Nil (PY 10.36 Lacs) is transferred to Pre-operative Expense.
- #On basis of Order passed for Safari Retreats Private Limited vs. Chief Commissioner of CGST [TS-350-HC-2019(OR)-NT] during the year, the company has transferred ITC amounting to Rs 503.09 Lacs to Building pertaining to Property Plant & Equipment (Note 2A) from Other Current Asset Note- 5(B).

**Note No-2(C) Investment Property**

Particulars		GROSS CARRYING VALUE			DEPRECIATION/AMORTISATION				NET CARRYING VALUE		
		As At 01-04-2024	Additions/ Adjustment During the Year	Deductions/ Adjustment During the Year	As At 31-03-2025	As At 01-04-2024	Provided During the Year	Deduction/ Adjustment During the Year	Upto 31-03-2025	As At 31-03-2025	As At 31-03-2024
1	Freehold Land	1.17	-	-	1.17	-	-	-	-	1.17	1.17
	TOTAL	1.17	-	-	1.17	-	-	-	-	1.17	1.17
	PREVIOUS YEAR	1.17	-	-	1.17	-	-	-	-	1.17	1.17

**Notes:-**

- Fair value of the Investment property is of Rs 644.45 lacs (PY- 83.77 Lacs) as valued by Independent government approved valuer and engineer.
- No amount have been recognised in Profit and Loss account related to Investment Property during the year.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**Note No-2(D) Intangible assets**

Sr. No.	Particulars	GROSS CARRYING VALUE			DEPRECIATION/AMORTISATION			NET CARRYING VALUE	
		As At 01-04-2024	Additions/ Adjustment During the Year	Deductions/ Adjustment During the Year	As At 31-03-2025	As At 01-04-2024	Provided During the Year	Deduction/ Adjustment During the Year	Upto 31-03-2025
1	Software	32.49	-	-	32.49	32.49	-	-	32.49
	<b>TOTAL</b>	32.49	-	-	32.49	32.49	-	-	32.49
	<b>PREVIOUS YEAR</b>	32.49	-	-	32.49	32.49	-	-	32.49

**Note No-2(E) Right of use Assets**

Sr. No.	Particulars	GROSS CARRYING VALUE			DEPRECIATION/AMORTISATION			NET CARRYING VALUE	
		As At 01-04-2024	Additions/ Adjustment During the Year	Deductions/ Adjustment During the Year	As At 31-03-2025	As At 01-04-2024	Provided During the Year	Deduction/ Adjustment During the Year	Upto 31-03-2025
1	Plant & Equipment#	258.99	13.42	-	272.41	-	0.05	-	0.05
	<b>TOTAL</b>	258.99	13.42	-	272.41	-	0.05	-	0.05
	<b>PREVIOUS YEAR</b>	233.35	25.64	-	258.99	-	-	-	-

**Note No-2(F) Intangible assets under development**

Sr. No.	Particulars	GROSS CARRYING VALUE			DEPRECIATION/AMORTISATION			NET CARRYING VALUE	
		As At 01-04-2024	Additions/ Adjustment During the Year	Deductions/ Adjustment During the Year	As At 31-03-2025	As At 01-04-2024	Provided During the Year	Deduction/ Adjustment During the Year	Upto 31-03-2025
	Intangible assets under development	-	-	-	-	-	-	-	-
	<b>TOTAL</b>	-	-	-	-	-	-	-	-
	<b>PREVIOUS YEAR</b>	-	-	-	-	-	-	-	-

Depreciation and Amortisation on:		For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Property, Plant and Equipment		1,665.73	1,633.47
Investment Property		-	-
Intangible assets		-	-
Right of use assets		0.05	-
Adjustment for pre-operative Expenses		-	(10.36)
<b>Net Amount Transferred to statement of Profit &amp; Loss Account</b>		<b>1,665.78</b>	<b>1,623.11</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

<b>3 LOANS</b>		<b>(Rs. In Lacs)</b>	
<b>Particulars</b>	<b>As At 31.03.2025</b>	<b>As At 31.03.2024</b>	
<b>A Non-Current</b>			
<b>(Unsecured, Considered Good)</b>			
a) Loans/Advances to Employees	-	-	
<b>Total (A)</b>	-	-	
<b>B Current</b>			
<b>(Unsecured, Considered Good)</b>			
a) Loans/Advances to Employees	5.08	1.42	
<b>Total (B)</b>	<b>5.08</b>	<b>1.42</b>	
<b>Total (A+B)</b>	<b>5.08</b>	<b>1.42</b>	
<b>4 OTHER FINANCIAL ASSETS</b>			
<b>A Non-Current</b>			
<b>(Unsecured, Considered Good)</b>			
a) Security Deposits	348.10	306.98	
b) Margin Money with maturity after 12 months	0.59	0.58	
	<b>348.69</b>	<b>307.56</b>	
<b>B Current</b>			
<b>(Unsecured, Considered Good)</b>			
a) Security Deposits	3.55	51.24	
b) Interest Recoverable			
i) On Fixed Deposits with Banks	0.59	3.10	
ii) Others	8.70	0.48	
<b>Total</b>	<b>12.84</b>	<b>54.82</b>	
<b>Total (A+B)</b>	<b>361.53</b>	<b>362.38</b>	
<b>5 OTHER ASSETS</b>			
<b>A Non-Current</b>			
a) Capital Advances	0.92	2.42	
b) Income Tax Refund (Net)	-	-	
<b>Total (A)</b>	<b>0.92</b>	<b>2.42</b>	
<b>B Current</b>			
a) Advances Recoverable in Cash or In kind or for Value to be Received	560.06	511.59	
b) Balances with GST Authorities #	1,372.04	1,907.75	
c) Balances with Excise Authorities	1.06	1.06	
d) Income Tax Assets (Net)	55.44	55.34	
<b>Total (B)</b>	<b>1,988.60</b>	<b>2,475.74</b>	
<b>Total (A+B)</b>	<b>1,989.52</b>	<b>2,478.16</b>	
#On basis of Order passed for Safari Retreats Private Limited vs. Chief Commissioner of CGST [TS-350-HC-2019(ORI)-NT] during the year, the company has transferred ITC amonuting to Rs 503.09 Lacs to Building pertaining to Property Plant & Equipment (Note 2A)			
<b>6 INVENTORIES</b>			
a) Raw Material	226.73	101.28	
b) Work-in-progress	1,066.87	679.69	
c) Finished Goods	3,071.87	3,706.77	
d) Stock in Trade	0.63	1.71	
e) Stores & Spares	101.89	91.08	
f) Packing Material	98.55	61.99	
<b>Total</b>	<b>4,566.54</b>	<b>4,642.52</b>	

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**
**7 BIOLOGICAL ASSETS**
**(Rs. In Lacs)**

Particulars	As At 31.03.2025	As At 31.03.2024
<b>Current</b>		
Mushroom Under cultivation	52.53	61.67
	<b>52.53</b>	<b>61.67</b>
<b>Reconciliation of changes in carrying amount of Biological Assets</b>		
Opening balance	61.67	53.55
Add: Gain arising from change in fair value	2.04	2.67
Add: Increase due to physical changes / transfer from immature	2,018.78	2,134.15
Less: Decrease due to harvest	(2,029.96)	(2,128.70)
Closing Balance	<b>52.53</b>	<b>61.67</b>

The company had stock 62.00 MT of Mushroom (Previous Year 64.50 MT).

During the year output of agricultural produced (Mushroom) is 1872.95 MT (Previous Year 2032.15 MT)

**8 TRADE RECEIVABLES**
**Current**
**Unsecured**

Considered Good	3,924.11	3,788.33
Credit Impaired	9.42	8.40
	3,933.53	3,796.73
Less: Allowances for bad and doubtful trade receivables	9.42	8.40
<b>Total</b>	<b>3,924.11</b>	<b>3,788.33</b>

**Movements in allowance for bad and doubtful**
**Trade receivable:**

Opening Balance	8.40	8.40
(+) Provision made during the year	1.02	-
(-) Amount utilised from provision	-	-
Closing Balance	<b>9.42</b>	<b>8.40</b>

**Trade Receivable Ageing Schedule as at 31.03.2025**

Particulars	Un Billed	Not Due as on 31.03.2025	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	-	3,528.37	386.20	5.46	4.08	-	-	3,924.11
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	1.02	-	-	1.02
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit Impaired	-	-	-	-	-	-	8.40	8.40
<b>TOTAL</b>	-	3,528.37	386.20	5.46	5.10	-	8.40	3,933.53
Less: Provision for doubtful trade receivable								9.42
<b>Total Trade Receivable</b>								3,924.11

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**Trade Recievable Ageing Schedule as at 31.03.2024**

Particulars	Un Billed	Not Due as on 31.03.2024	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	-	3,716.04	72.29	-	-	-	-	3,788.33
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit Impaired	-	-	-	-	-	-	8.40	8.40
<b>TOTAL</b>	-	3,716.04	72.29	-	-	-	8.40	3,796.73
Less: Provision for doubtful trade receivable								8.40
<b>Total Trade Recievable</b>								3,788.33

**9 CASH & CASH EQUIVALENTS**

(Rs. In Lacs)

Particulars	As At 31.03.2025	As At 31.03.2024
Cash and Cash Equivalents		
i) Balances with Banks ( in Current accounts)	89.22	80.93
ii) Demand deposits with maturity before 3 months	10.00	-
iii) Margin Money	-	-
iv) Cash on Hand	16.15	9.52
v) Cash on Hand-Foreign Currency	6.00	3.04
<b>Total</b>	<b>121.37</b>	<b>93.49</b>

**10 BANK BALANCES OTHER THAN ABOVE**

i) Demand deposits with maturity after 3 months	-	-
ii) Earmarked Balances		
- Unclaimed Dividend Account	16.33	34.88
iii) Margin Money*	31.52	29.65
<b>Total</b>	<b>47.85</b>	<b>64.53</b>

\* Out of total Margin Money of Rs. 31.52 Lacs (PY- 29.65 Lacs), margin money of Rs. 1.50 Lacs is Pledged against guarantee( PY- Rs. 17.94 Lacs )

**11(A) EQUITY SHARE CAPITAL**

(Rs. In Lacs)

(i) Share Capital	As At 31.03.2025		As At 31.03.2024	
	Number	Amount	Number	Amount
<b>Authorised Capital</b>				
Equity Shares of Rs.10 each	1,50,00,000	1,500.00	1,50,00,000	1,500.00
Redeemable Preference Shares of Rs.100/- each	5,00,000	500.00	5,00,000	500.00
		2,000.00		2,000.00
Issued, Subscribed & Paid up				
Equity Shares of Rs.10 each	1,24,50,000	1,245.00	1,24,50,000	1,245.00
<b>Total</b>	<b>1,24,50,000</b>	<b>1,245.00</b>	<b>1,24,50,000</b>	<b>1,245.00</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**
**(ii) Reconciliation of Number of Equity Shares (Rs. In Lacs)**

Particulars	Current Year		Previous Year	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	1,24,50,000	1,245.00	1,24,50,000	1,245.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>1,24,50,000</b>	<b>1,245.00</b>	<b>1,24,50,000</b>	<b>1,245.00</b>

**(iii) Rights, preferences and restrictions attached to shares**
**Equity Shares**

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

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

Particulars	As At 31.03.2025		As At 31.03.2024	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Uflex Ltd	58,70,000	47.15	58,70,000	47.15
Anshika Investments Pvt Ltd	12,52,630	10.06	12,52,630	10.06
<b>Total</b>	<b>71,22,630</b>	<b>57.21</b>	<b>71,22,630</b>	<b>57.21</b>

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

Disclosure of shareholding of promoters as at March 31, 2025 is as follows:

S. No.	Promoter Name	AS AT 31.03.2025		AS AT 31.03.2024		% Change during the year
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	UFLEX Limited	58,70,000	47.15	58,70,000	47.15	-
2	Anshika Investment Pvt.Ltd.	12,52,630	10.06	12,52,630	10.06	-
3	Anshika Consultants Pvt.Ltd.	1,50,000	1.20	1,50,000	1.20	-
4	Rashmi Chaturvedi	45,010	0.36	45,010	0.36	-
5	Flex International Pvt. Ltd.	32,756	0.26	32,756	0.26	-
6	A R Leasing Pvt. Ltd.	4,000	0.03	4,000	0.03	-
7	Ashok Kumar Chaturvedi	7,610	0.06	7,610	0.06	-
8	A.L. Consultants Private Limited	78,685	0.63	78,685	0.63	-
9	Magic Consultants private Limited	10,500	0.08	10,500	0.08	-
<b>Total</b>		<b>74,51,191</b>	<b>59.85</b>	<b>74,51,191</b>	<b>59.85</b>	<b>0.00%</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**b) Public:**

S. No.	Public	AS AT 31.03.2025		AS AT 31.03.2024		% Change during the year
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	Shareholding of public more than 5%	-	-	-	-	-
2	Shareholding of public less than 5%	49,98,809	40.15	49,98,809	40.15	0.00%
<b>Total</b>		<b>49,98,809</b>	<b>40.15</b>	<b>49,98,809</b>	<b>40.15</b>	<b>0.00%</b>

**11(B) OTHER EQUITY**

(Rs. In Lacs)

Particulars	Reserve & surplus		Other Comprehensive Income	Total
	Retained Earnings	General Reserve		
<b>Balance as at April 1,2024</b>	<b>5,364.48</b>	<b>1,007.84</b>	<b>(91.95)</b>	<b>6,280.37</b>
<b>Changes in equity during the year</b>				
Transfer to General Reserve	-	-	-	-
Dividend Paid	(62.25)	-	-	(62.25)
Remeasurement of the net defined benefit liability/ assets, (net of tax )	-	-	(33.25)	(33.25)
Profit for the Period	(3,249.66)	-	-	(3,249.66)
<b>Balance as at March 31,2025</b>	<b>2,052.57</b>	<b>1,007.84</b>	<b>(125.20)</b>	<b>2,935.21</b>
<b>Balance as at April 1,2023</b>	<b>8,019.97</b>	<b>1,007.84</b>	<b>(70.73)</b>	<b>8,957.08</b>
<b>Changes in equity during the year</b>				
Transfer to General Reserve	-	-	-	-
Dividend Paid	(62.25)	-	-	(62.25)
Remeasurement of the net defined benefit liability/ assets, (net of tax )	-	-	(21.22)	(21.22)
Profit for the Period	(2,593.24)	-	-	(2,593.24)
<b>Balance as at March 31,2024</b>	<b>5,364.48</b>	<b>1,007.84</b>	<b>(91.95)</b>	<b>6,280.37</b>

**General Reserve**

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

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

(Rs. In Lacs)

Particulars	As At 31.03.2025		As At 31.03.2024	
<b>Capital Subsidy on</b>				
a) Individually Quick Frozen and Air Dried Plant	16.68		21.06	
b) Cold Storage (New)	41.78		47.66	
c) Freeze Drying Cabinet	43.03		46.55	
d) Zig Zag Classifier	16.68		17.62	
e) Analytical Instruments (LCMS & GCMS)	39.52	157.69	44.42	177.31
<b>Less: Deferred Income Apportioned to Statement of Profit &amp; Loss</b>				
a) Individually Quick Frozen and Air Dried Plant	4.38		4.38	
b) Cold Storage (New)	5.88		5.88	
c) Freeze Drying Cabinet	3.52		3.52	
d) Zig Zag Classifier	0.94		0.94	
e) Analytical Instruments (LCMS & GCMS)	4.90	19.62	4.90	19.62
<b>Total</b>		<b>138.07</b>		<b>157.69</b>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

## 13 BORROWINGS

		(Rs. In Lacs)	
Particulars	As At 31.03.2025	As At 31.03.2024	
<b>(A) Non Current</b>			
<b>Secured</b>			
<b>a) Term Loans:-</b>			
From Banks	12,679.88	13,955.50	
	<b>12,679.88</b>	<b>13,955.50</b>	
<b>b) Vehicle Loans:-</b>			
From Banks	22.64	27.67	
From Others	23.16	42.54	
	<b>45.80</b>	<b>70.21</b>	
<b>c) Unsecured Loans:-</b>			
From Related Parties	5,600.00	6050.00	
From Others	4,250.00	1,250.00	
	<b>9,850.00</b>	<b>7,300.00</b>	
Sub- Total (A+B+C)	<b>22,575.68</b>	<b>21,325.71</b>	
Less:- Current Portion	<b>2,252.20</b>	<b>1,663.93</b>	
<b>Total</b>	<b>20,323.48</b>	<b>19,661.78</b>	
<b>(B) Current</b>			
<b>a) Secured</b>			
<b>Working Capital Facilities From Banks: #</b>			
From -Canara Bank	2,154.56	2,074.25	
From -Indian Bank, IFB	1,771.56	1,791.11	
<b>b) Unsecured</b>			
From Related Parties	1,405.00	900.00	
From Others	-	-	
<b>c) Current maturities of Long term borrowings</b>	<b>2,252.20</b>	<b>1,663.93</b>	
<b>Total</b>	<b>7,583.32</b>	<b>6,429.29</b>	
<b>Total(A+B)</b>	<b>27,906.80</b>	<b>26,091.07</b>	

(Rs. In Lacs)

Name of the Institution/ Banks/Others	Note No.	Sanctioned amount	O/s as at 31.03.2025	Short Term	Long term	Original Repayment terms
<b>PART A:- TERM LOANS</b>						
Woori Bank	@	2,000.00	-	-	-	Repayable in 10 equal quarterly installments of Rs. 200 lakhs each commencing from 31st January'2022
Previous Year		(2,000.00)	(200.00)	(200.00)	-	
Canara Bank	(i)	14,150.00	12,719.93	2,244.70	10,475.23	Repayable in 7 years in 28 quarterly ballooning installments commencing from 30th June'2023 (First 4 quarterly Installment Rs. 181.68 lakhs each, next 4 quarterly installment Rs. 363.38 lakhs each, next 12 installments of Rs. 545.07 lakhs each and last 8 installments of Rs. 726.76 lakhs each )
Previous Year		(14,150.00)	(13,808.38)	(1,453.51)	(12,354.87)	
Less:- adjustment for transaction cost (Pending amortisation)			<b>40.05</b>	<b>13.00</b>	<b>27.05</b>	
Previous Year			(52.88)	(13.99)	(38.89)	
<b>Sub total (A)</b>			<b>12,679.88</b>	<b>2,231.70</b>	<b>10,448.18</b>	
Previous Year			(13,955.50)	(1,639.52)	(12,315.98)	

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(Rs. In Lacs)

Name of the Institution/ Banks/Others	Note No.	Sanctioned amount	O/s as at 31.03.2025	Short Term	Long term	Original Repayment terms
<b>PART B:- VEHICLE LOANS</b>						
Kotak Mahindra Prime Limited	(ii)	40.83	14.59	9.00	5.59	Repayable in 60 equal monthly installments of Rs. 0.81 lakhs each commencing from 1st November'2021 including interest
Kotak Mahindra Prime Limited	(ii)	14.65	5.74	3.19	2.55	Repayable in 60 equal monthly installments of Rs. 0.29 Lakhs each commencing from 1st January'2022 including interest
Kotak Mahindra Prime Limited	(ii)	22.97	2.83	2.83	-	Repayable in 36 equal monthly installments of Rs. 0.72 Lakhs each commencing from 1st August'2022 including interest
Canara Bank (Loan No. 161001967938)	(ii)	29.27	22.64	5.48	17.16	Repayable in 60 monthly installments commencing from 14th December'2023 including interest (First installment of Rs.0.62 Lakhs & Next 59 installments of Rs. 0.60 Lakhs)
<b>Sub total (B)</b>			<b>45.80</b>	<b>20.50</b>	<b>25.30</b>	
			(70.21)	(24.41)	(45.80)	
<b>Total (A+B)</b>			<b>12,725.68</b>	<b>2,252.20</b>	<b>10,473.48</b>	
Previous Year			(14,025.71)	(1,663.93)	(12,361.78)	
<b>PART C:- UNSECURED LOANS</b>						
Ultimate Flexipack Limited			5,400.00	1,100.00	4,300.00	
Uflex Ltd.			1,130.00	130.00	1,000.00	
Anshika Investments Pvt. Ltd.			475.00	175.00	300.00	
Ganadhipati Infraproject Pvt. Ltd.			440.00	-	440.00	
Murlidhar Sales Pvt. Ltd.			560.00	-	560.00	
Samavist Energy Solutions Pvt Ltd.			1,000.00	-	1,000.00	
Sungrace Products India Pvt. Ltd.			1,000.00	-	1,000.00	
Reflex Energy (Rajasthan) Pvt. Ltd.			1,250.00	-	1,250.00	
<b>Total (C)</b>			<b>11,255.00</b>	<b>1,405.00</b>	<b>9,850.00</b>	
Previous Year			(8,200.00)	(900.00)	(7,300.00)	

Previous year figures have been given in brackets.

@ The charge in respect of the Term Loan from Woori Bank has been satisfied during the year.

(i) These are secured a) by the way of first pari passu charge of movable fixed assets-plant and machinery and other specific movable fixed assets (excluding vehicle), present and future along with term lenders b) on Second pari passu charge by way of Hypothecation on entire current assets of the company including stocks of Raw material, WIP, Finished Goods, Stores and Spares, Book Debts and all other current assets (both present and Future) of the company c) personal guarantee of one of the Director of the company. First pari passu charge of company's immovable fixed assets-Land and Building situated at Dehradun (Uttarakhand) and at Devaganapalli, Krishnagiri.

(ii) Vehicle Loans are secured by way of hypothecation of Specific Vehicles of the Company.

# Working capital facilities are secured on first Pari passu charge basis (i) by way of hypothecation of stock and book debts of the company; and (ii) collaterally secured on second pari passu charge basis; (a) by way of hypothecation of fixed assets; (b) by mortgage of immovable properties of the company situated at Lal Tappar Industrial Area and Chak Jogiwala (Chidderewala), Dehradun (Uttarakhand) and at Devaganapalli, Krishnagiri, Tamil Nadu (c) by personal guarantee of one of the Director of the Company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

14 PROVISIONS		(Rs. In Lacs)	
Particulars	As At 31.03.2025	As At 31.03.2024	
<b>A Non-Current</b>			
Provisions for :			
i) Gratuity	-	-	
ii) Leave Encashment	170.42	160.39	
<b>Total</b>	<b>170.42</b>	<b>160.39</b>	
<b>B Current</b>			
Provisions for :			
i) Gratuity	554.13	542.20	
ii) Leave Encashment	23.86	20.93	
<b>Total</b>	<b>577.99</b>	<b>563.13</b>	
<b>Total (A+B)</b>	<b>748.41</b>	<b>723.52</b>	

## 15 INCOME TAXES

The gross movement in the deferred tax for the year ended March 31, 2025 and March 31, 2024 are as follows:

Income Tax Expense in the Statement of Profit and Loss comprise:

Particulars	For the Year ended 31.03.2025	For the Year ended 31.03.2024
Current Income Taxes	-	-
Deferred Taxes	(1,070.51)	(930.55)
Short/(Excess) Provision of Income Tax for earlier year	0.02	-
<b>Income Tax Expense</b>	<b>(1,070.49)</b>	<b>(930.55)</b>

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below :

Particulars	For the Year ended 31.03.2025	For the Year ended 31.03.2024
Profit before Income Taxes	(4,320.15)	(3,523.79)
Enacted Tax Rates in India	25.168%	25.168%
Computed expected tax expense	(1,087.30)	(886.87)
Tax Reversals	(18.92)	(3.51)
Effect of Exempted Income	8.10	(53.49)
Effect of non-deductible expenses	27.61	13.32
Short/(Excess) Provision of Income Tax for earlier year	0.02	-
<b>Income Tax Expense</b>	<b>(1,070.49)</b>	<b>(930.55)</b>

The tax effects of significant temporary differences that resulted in deferred income tax assets and liabilities are as follows:

Particulars	As At 31.03.2025	As at 31.03.2024
<b>Deferred Tax Assets</b>		
Unused Tax Credits	3,242.78	1,819.92
Lease Liability	34.02	44.35
Others	343.69	452.87
<b>Total Deferred Tax Assets</b>	<b>3,620.49</b>	<b>2,317.14</b>
<b>Deferred Tax Liabilities</b>		
Excess of book WDV of Property, Plant and Equipment over tax WDV of property, plant and equipment	1,769.30	1,540.10
Right of Use Assets	68.82	65.18
Others	-	-
<b>Total Deferred Tax Liabilities</b>	<b>1,838.12</b>	<b>1,605.28</b>
<b>Deferred Tax Liabilities/ (Asset) Net</b>	<b>(1,782.37)</b>	<b>(711.86)</b>

The gross movement in the deferred tax for the year ended March 31, 2025 and March 31, 2024 are as follows:

Net deferred tax asset at the beginning	(711.86)	218.69
Credits/(charge) relating to temporary differences	(1,070.51)	(930.55)
Temporary differences on other comprehensive income	-	-
<b>Net Deferred Tax Asset at the end</b>	<b>(1,782.37)</b>	<b>(711.86)</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**16 TRADE PAYABLES**

(Rs. In Lacs)

Particulars	As At 31.03.2025	As At 31.03.2024
Total Outstanding dues of creditors other than micro enterprises and small enterprises-Suppliers other than related party	1,771.64	1,547.77
Total Outstanding dues of micro enterprises and small enterprises	1,207.65	994.07
Due to Related Parties	61.39	78.16
<b>Total</b>	<b>3,040.68</b>	<b>2,620.00</b>

\* The details of amounts outstanding to Micro and, Small Enterprises under the Micro and Small Enterprise Development Act, 2006 (MSE Act) based on the information given by the management, are as under:

Sr. No.	Particulars	As At 31.03.2025	As At 31.03.2024
1	Principal amount due and remaining unpaid	740.92	656.02
2	Interest due on (1) above and the unpaid interest	34.99	42.53
3	Interest paid on all delayed payment under the MSMED Act	Nil	Nil
4	Payment made beyond the appointed day during the year	1,899.34	Nil
5	Interest due and payable for the period of delay ther than (3) above	69.33	5.81
6	Interest accrued and remaining unpaid	152.66	42.53
7	Amount of further interest remaining due and payable in succeeding years	Nil	Nil

**Trade Payable Ageing Schedule as at 31.03.2025**

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

**Trade Payable Ageing Schedule as at 31.03.2024**

Particulars		Un Billed	Not Due as on 31.03.2024	Outstanding for following periods from due date of payment				
				Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)	MSE	50.08	344.31	639.76	7.56	-	-	1,041.70
(ii)	Others	235.45	738.20	806.20	54.41	2.04	-	1,836.30
(iii)	Disputed dues-MSE	-	2.45	-	-	-	-	2.45
(iv )	Disputed due- Others	-	-	25.08	-	-	-	25.08
<b>TOTAL</b>		<b>285.53</b>	<b>1,084.96</b>	<b>1,471.04</b>	<b>61.97</b>	<b>2.04</b>	<b>-</b>	<b>2,905.53</b>
<b>Less: Unbilled Due</b>								<b>285.53</b>
<b>Total Trade Payable</b>								<b>2,620.00</b>

**17 OTHER FINANCIAL LIABILITIES**

(Rs. In Lacs)

Particulars	As At 31.03.2025	As At 31.03.2024
a) Interest Accrued but not due on borrowings	1,395.07	642.50
b) Unclaimed Dividend #	16.33	34.88
c) Security Deposit from Customers	12.00	11.00
d) Performance Guarantee	244.28	249.44
e) Capital Creditors	208.69	288.61
f) Interest Accrued and due on borrowings	76.83	
<b>Total</b>	<b>1,953.20</b>	<b>1,226.43</b>

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

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

18	Current Tax Assets (Net)		(Rs. In Lacs)	
	Particulars	As At 31.03.2025	As At 31.03.2024	
	a) Provision for Current Tax (Net)	-	-	
	b) TDS Refundable & TCS refundable	5.12	3.84	
	<b>Total</b>	<b>5.12</b>	<b>3.84</b>	
	Less Provision for Income Tax	-	-	
		<b>5.12</b>	<b>3.84</b>	
	<b>Current Tax Liabilities(Net)</b>			
	Provision for Current Tax (Net)	-	-	
	<b>Total</b>	<b>-</b>	<b>-</b>	
19	OTHER LIABILITIES			
	Current			
	a) Advance Received from Customers	38.13	3.65	
	b) Statutory Liabilities	477.06	401.21	
	c) Other Liabilities	226.60	320.58	
	<b>Total</b>	<b>741.79</b>	<b>725.44</b>	
20	REVENUE FROM OPERATIONS		(Rs. In Lacs)	
	Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024	
	a) Sale of Products	14,860.05	11,999.68	
	b) Other Operating Revenues			
	i) Export Incentive	88.68	71.10	
	ii) Deferred Income on Capital Grant (Government Grant)	19.62	19.62	
	iii) Exchange Rate Fluctuation (Net)	-	-	
	iv) Sale of Miscellaneous Items	32.85	128.47	
	<b>Total</b>	<b>15,001.20</b>	<b>12,128.15</b>	
21	OTHER INCOME			
	a) Interest Income			
	From Banks	9.41	4.79	
	From Others	22.36	18.03	
	b) Miscellaneous Income	1.93	12.44	
	c) Sundry credit Balance Written Back	2.34	2.66	
	d) Profit on Sale of Fixed Assets	0.73	-	
	e) Interest on Income Tax Refund	0.16	2.42	
	f) Processing Charge Received	1.06	0.20	
	<b>Total</b>	<b>37.99</b>	<b>40.54</b>	
22	COST OF MATERIAL CONSUMED			
	Opening Stock	101.28	149.25	
	Add: Purchases	4,727.25	3,589.83	
		4,828.53	3,739.08	
	Less: Closing Stock	226.73	101.28	
	<b>Raw Material consumed</b>	<b>4,601.80</b>	<b>3,637.80</b>	

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

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

Particulars	For the Year Ended 31.03.2025		For the Year Ended 31.03.2024	
<b>Closing Stock</b>				
Finished Stock	3,071.87		3,706.77	
Work-In-Progress	1,066.87		679.69	
Stock In Trade	0.63	4,139.37	1.71	4,388.17
<b>Opening Stock</b>				
Finished Stock@	3,706.77		2,673.89	
Work-In-Progress	679.69		697.04	
Stock In Trade	1.71	4,388.17	27.87	3,398.80
<b>Total</b>		<b>248.80</b>		<b>(989.37)</b>

**B) (INCREASE)/DECREASE IN BIOLOGICAL ASSET**

<b>Closing Stock</b>		
Biological Asset	52.53	61.67
<b>Opening Stock</b>		
Biological Asset	61.67	53.55
<b>Total</b>	<b>9.14</b>	<b>(8.12)</b>

**24 EMPLOYEES BENEFIT EXPENSES**

a) Salaries, Wages, Benefits & Amenities	2,487.06	2,385.26
b) Contribution to Provident Fund	99.60	98.28
c) Gratuity (Refer Note No.29)	84.29	73.42
d) Employees Welfare Expenses	51.61	39.06
<b>Total</b>	<b>2,722.56</b>	<b>2,596.02</b>

**25 FINANCE COST**

Interest on:		
i) Secured Loans	735.69	674.24
ii) Working Capital Facilities	217.30	217.09
iii) Shortfall in payment of Advance Tax	-	-
iv) Interest to Others	109.56	44.39
v) Interest to Unsecured Loans	1,041.36	619.96
vi) Interest on Lease Liabilities	0.02	-
Discounting & Bank Charges	175.78	167.25
<b>Total</b>	<b>2,279.71</b>	<b>1,722.93</b>

**26 MANUFACTURING EXPENSES**

Power & Fuel Consumed	3,004.36	2,858.17
Repair & Maintenance - Machineries	316.64	240.15
Stores, Spares, Tools, Jigs & Dies Consumed	292.38	288.11
Labour Charges	1,175.47	986.04
Sorting & Picking Charges	69.28	71.11
Tractor Hire & Shifting Charges	234.71	229.01
Lease Rent Short Term (Refer Note No.40)	2.40	2.40
Processing Charges	81.23	51.04
Others Manufacturing Expenses	185.74	171.55
<b>Total</b>	<b>5,362.21</b>	<b>4,897.58</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**
**27 ADMINISTRATION & SELLING EXPENSES**
**(Rs. In Lacs)**

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Power & Fuel	102.71	105.00
Insurance Charges	122.03	122.71
Postage & Telephone Expenses	39.75	44.24
Vehicle Hire, Running & Maintenance Expenses	41.88	39.57
Conveyance & Travelling Expenses	163.52	160.74
Repair & Maintenance - Building	32.13	33.72
Repair & Maintenance - Others	75.86	69.90
Legal & Professional Charges	163.96	160.00
General Expenses	234.98	205.74
Lease Rent Short Term (Refer Note No.40)	9.00	9.00
CSR Expenditure	-	10.00
Charity & Donation	0.63	0.38
Provision for Doubtful Debts	1.02	-
Provision for Doubtful Current Assets (TMA)	55.25	-
Rates & Taxes	3.37	1.86
Exchange Rate Fluctuation (Net)	262.17	69.44
Sundry debit Balance written off	2.28	12.46
Quality Claims	14.56	66.55
GST Expenses	109.99	174.38
Rebate & Discount	1.55	9.48
Sample Testing Charges	2.28	1.46
Commission on Sale	-	3.89
Packing & Forwarding Charges	420.64	433.51
Freight Outward	601.32	480.44
<b>Total</b>	<b>2,460.88</b>	<b>2,214.47</b>

**28 EARNINGS PER SHARE (EPS)**

a) Profit for the year (Rs. In Lacs)	(3,249.66)	(2,593.24)
b) Fully Paid up Equity shares of Rs.10/-each	12,45,00,000	12,45,00,000
c) Nominal value per share (Rs.)	10	10
d) Basic & Diluted Earning Per Share (Rs.)	(26.10)	(20.83)

**29 GRATUITY & POST EMPLOYMENT BENEFIT**

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

**(Rs. In Lacs)**

Particulars	Gratuity (Funded)		Leave Encashment(Unfunded)	
	Current Year	Previous Year	Current Year	Previous Year
<b>a) Reconciliation of opening and closing balances of obligation</b>				
Obligation at beginning of the year	820.42	794.22	181.32	161.38
Current Service Cost	45.50	40.50	19.68	18.98
Past Service Cost	-	-	-	-
Interest Cost	58.69	58.41	12.96	11.87
Actuarial (gain) /loss	36.02	18.83	1.32	1.14
<b>Less: Benefits paid</b>	<b>76.99</b>	<b>91.54</b>	<b>21.00</b>	<b>12.05</b>
<b>Obligation at the end of the year</b>	<b>883.64</b>	<b>820.42</b>	<b>194.28</b>	<b>181.32</b>
<b>b) Reconciliation of opening and closing balances of fair value assets</b>				
Fair value of plan assets at beginning of the year	278.22	346.66	-	-

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

Particulars	(Rs. In Lacs)			
	Gratuity (Funded)		Leave Encashment(Unfunded)	
	Current Year	Previous Year	Current Year	Previous Year
Employer contribution	105.61	-	-	-
<b>Less: Benefits Paid</b>	76.99	91.54	-	-
<b>Add: Expected return on plan assets</b>	19.90	25.50	-	-
<b>Add: Actuarial Gain /(Loss) on plan assets</b>	2.77	(2.39)	-	-
<b>Fair value of plan assets at the end of the year</b>	<b>329.51</b>	<b>278.22</b>	-	-
<b>c) Amount Recognized in Balance Sheet</b>				
Present value of obligation	883.64	820.42	194.28	181.32
Less: Fair value of plan assets	329.51	278.22	-	-
<b>Amount recognized in Balance Sheet</b>	<b>554.13</b>	<b>542.20</b>	<b>194.28</b>	<b>181.32</b>
<b>d) Gratuity &amp; other Post Employment benefitcost for the period</b>				
Current Service Cost	45.50	40.50	19.68	18.98
Past Service Cost	-	-	-	-
Interest Cost	58.69	58.41	12.96	11.87
Expected return on plan assets	(19.90)	(25.50)	-	-
Actuarial (gain) /loss	-	-	1.32	1.14
<b>Net amount recognized in Statement of Profit &amp; Loss</b>	<b>84.29</b>	<b>73.41</b>	<b>33.96</b>	<b>31.99</b>
<b>e) Gratuity &amp; other Post Employment benefit cost for the period</b>				
<b>Remeasurement of the net defined benefit liability/assets</b>				
Actuarial (gains)/losses	33.25	21.22	-	-
<b>Net amount recognized in Statement of other comprehensive income</b>	<b>33.25</b>	<b>21.22</b>		
<b>f) Principal actuarial assumption at the Balance Sheet date:</b>				
Interest Rate	6.64% for Factory (Dehradun), 6.54% for Mushroom Farm (Dehradun) & 6.69% for (Hosur) Factory (Krishna Giri)	7.13% for Factory (Dehradun), 7.19% for Mushroom Farm (Dehradun) & 7.21% for (Hosur) Factory (Krishna Giri)	6.64% for Factory (Dehradun), 6.54% for Mushroom Farm (Dehradun) & 6.69% for (Hosur) Factory (Krishna Giri)	7.13% for Factory (Dehradun), 7.19% for Mushroom Farm (Dehradun) & 7.21% for (Hosur) Factory (Krishna Giri)
Salary Escalation	5.00%	5.00%	5.00%	5.00%

The expected benefits increases are based on the same assumptions as are used to measure the Company's defined benefit plan obligations as at 31<sup>st</sup> March 2025. The Company is expected to contribute Rs. 106.13 lacs to defined benefits plan obligation fund for the year ending 31st March 2026.

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

If the discount rate increases/(decreases by 0.5%), the defined benefit plan obligations would decrease by Rs. 22.05 Lacs (increase by Rs.23.21 Lacs) as at 31st March 2025.

If the expected salary growth increases/(decreases by 1.0%), the defined benefit plan obligations would Increase by Rs. 46.68 Lacs (Decrease by Rs.42.82 Lacs) as at 31st March 2025.

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

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**
**30 SEGMENT DISCLOSURE**

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

	<b>(Rs. In Lacs)</b>	
<b>Particulars</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
Domestic Revenue #	3,261.69	3,160.79
<b>Export Revenue:</b>		
USA	1,637.86	1,240.90
Europe	9,512.11	7,307.27
Australia	200.51	124.41
South Africa	21.24	43.01
Asia	348.17	232.15
<b>Total</b>	<b>14,981.58</b>	<b>12,108.53</b>

# Includes sales of Miscellaneous Items amounting to Rs.32.85 Lacs ( previous year Rs.37.75 Lacs) shown under - Note No. -20 (b)(iv)

**31 PAYMENT TO AUDITORS**

a) Statutory Audit	15.00	15.00
b) Tax Audit	5.00	5.00
c) Certification & other services	6.50	6.50
d) For Reimbursement of Expenses	0.56	0.51
<b>Total</b>	<b>27.06</b>	<b>27.01</b>

**32 CONTINGENT LIABILITIES AND COMMITMENTS**
**A Contingent Liabilities**

Claims against the company not acknowledged as debt :-

(i) Demand raised by Customs & Central Excise Department which are contested by the company (Including interest & Net of Demand Deposits).	14.70	14.70
ii) Guarantees Issued by the Bank( Net of Margin)	-	53.80
iii) Letters of Credit (Unexpired) issued by Banks (Net of Margin)	-	74.12
iv) Import Duty obligation on outstanding Export Commitment under advance Licence EPCG Schemes.	924.27	1,520.09
iv) Retrospective Payout for Payment of Bonus for the Financial Year 2014-15 has not been provided for in the Books of Accounts based on the matter being contested by third parties and/ or stay granted by various High Courts of India in respect of this matter.	39.28	39.28

<b>Total (A)</b>	<b>978.25</b>	<b>1,701.99</b>
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**B Commitments**

Estimated amount of contracts remaining to be executed on capital account (Net of Advances) and not provided for in the Books of Accounts.

<b>Total (B)</b>	<b>15.96</b>	<b>40.37</b>
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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**33 RELATED PARTY TRANSACTION**

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

**(A) List of Related Parties**

**i) Enterprise for which Reporting Enterprise is an Associate:**

Uflex Limited

**ii) Chairman,Key Management Personnel and their Relatives:**

- 1 Mr. Ashok Chaturvedi
- 2 Mr. Rahul Razdan, Whole-time Director (and his relatives)
- 3 Mr. Shekhar Tiwari Chief Financial Officer (and his relatives) {w.e.f. 12.11.2024}
- 4 Mr. Naval Duseja ,Chief Financial Officer (and his relatives) {Up to 12.11.2024}
- 5 Mr. Himanshu Luthra- Company Secretary
- 6 Ashok Kumar Chaturvedi (HUF)
- 7 Mrs. Rashmi Chaturvedi
- 8 Mr. Anantshree Chaturvedi
- 9 Mr. Apoorvshree Chaturvedi
- 10 Ms. Anshika Chaturvedi

**iii) Other Related Enterprises**

- 1 Ultimate Flexipack Ltd.
- 2 AKC Retailers Pvt. Ltd
- 3 Anshika Investments Pvt. Ltd.
- 4 Anant Overseas Pvt. Ltd.
- 5 Apoorva Extrusion Pvt. Ltd.
- 6 Anshika Consultants Pvt. Ltd.
- 7 A.R.Leasing Pvt. Ltd.
- 8 A.R.Infrastructure & Projects Pvt. Ltd.
- 9 AC Infrastructures Pvt.Ltd.
- 10 Cinflex Infotech Pvt. Ltd.
- 11 Flex International Pvt. Ltd.
- 12 Ultimate Infratech Pvt. Ltd.
- 13 Modern Info Technology Pvt. Ltd
- 14 Magic Consultants Pvt. Ltd.
- 15 A.L. Consultants Pvt. Ltd
- 16 Ultimate Prepress LLP (upto 02/12/2024)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**
**(B) Transactions with Related Parties**
**(Rs. In Lacs)**

Nature of Transaction	Enterprise for which Reporting Enterprise is an Associate	Chairman, Key Management Personnel and their Relatives as referred to in A(ii)	Other Related Enterprises as referred to in A(iii)
i) Purchase of Packing Material/Others	84.95 (63.04)	-	-
ii) Purchase of fixed assets	- (0.70)	-	-
iii) Loan Taken	1,000.00 (1,075.00)	-	- (2,025.00)
iv) Refund of Loan	945.00 -	-	- (450.00)
v) Interest Paid/Payable	141.88 (74.73)	-	592.25 (520.46)
vi) Sale of fixed assets	-	-	-
vii) Leases Rent	10.86 (10.62)	-	-
viii) Dividend Paid	29.35 (29.35)	0.26 (0.26)	7.64 (7.64)
ix) Reimbursement of Expenses	-	0.56 (0.90)	-
x) Remuneration	-	152.52 (141.95)	-
xi) Sitting Fees	-	1.50 (1.25)	-
xii) Staff Advance Given	-	1.00	-
xiii) Staff Advance Recover	-	0.10	-
xiv) Security Deposit	0.60 -	-	-
<b>Balance Outstanding at the end of the year</b>			
	Credit	1,191.39 (1,153.16)	7.09 (2.16)
	Debit	4.06 (0.02)	-
Outstanding Guarantee against Term Loans and working capital facilities		16,646.05 (17,873.74)	

**Note: Previous year's figures have been given in brackets.**
**34 Information in respect of CSR Expenditure required to be spent by the Company**
**(Rs. In Lacs)**

Particulars	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
i) Gross Amount required to be spent by the Company	-	10.24
ii) Total of previous years Shortfall / (Excess) incurred	(0.18)	(0.42)
iii) Balance to be spent	(0.18)	9.82
iv) Amount spent during the year on :		
a) Construction / acquisition of any asset	-	-
b) On purpose other than (i) above	-	10.00
v) Shortfall/(Excess) at the end of the year	(0.18)	(0.18)
vi) Total of previous years shortfall	-	-
vii) Reason for shortfall	NA	NA
viii) Nature of CSR activities		(i) Providing and Promoting Activity Kamdhenu Gaushala (ii) Educational Institute
ix) Amount payable as at Year End	-	-

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

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

- 35 In the opinion of the board and to the best of their knowledge, value of realisation of assets, other than property, plant & equipment in the ordinary course of the business, would not be less than the amount at which they are stated in the balance sheet.
- 36 Balances of some of the parties are subject to reconciliation & confirmations.
- 37 The Board of Directors of the company has recommended a final dividend of Rs.0.50/- (Previous Year Rs.0.50) per share aggregating to Rs. 62.25 Lacs (Previous Year Rs.62.25 Lacs) for the Financial Year ended 31st March 2025 subject to the approval of the shareholder in their ensuing Annual General Meeting.
- 38 The Previous year's figures have been regrouped and reclassified wherever necessary.

**39 Financial Instruments**

**Financial Instruments by category:**

The carrying value and fair value of financial instruments by categories as of March, 31 2025 & as of March, 31 2024 were as follows:

		(Rs in Lacs)				
Particulars		Amortised Cost	Financial assets / liabilities at fair value through Profit or Loss	Financial assets / liabilities at fair value through OCI	Total Carrying Value	Total fair value
<b>Assets</b>						
Cash and cash equivalents	CY	169.22	-	-	169.22	169.22
(refer note no 9 & 10)	PY	158.02	-	-	158.02	158.02
Trade Receivables	CY	3924.11	-	-	3924.11	3924.11
(refer note no 8)	PY	3788.33	-	-	3788.33	3788.33
Loans	CY	5.08	-	-	5.08	5.08
(refer note no 3A and 3B)	PY	1.42	-	-	1.42	1.42
Other financial assets	CY	361.53	-	-	361.53	361.53
(refer note no 4 A and 4B)	PY	362.38	-	-	362.38	362.38
<b>Total</b>	CY	<b>4459.94</b>	-	-	<b>4459.94</b>	<b>4459.94</b>
	PY	4310.15	-	-	4310.15	4310.15
<b>Liabilities</b>						
Trade payables	CY	3040.68	-	-	3040.68	3040.68
(refer note no 16)	PY	2,620.00	-	-	2620.00	2620.00
Other financial liabilities	CY	1953.20	-	-	1953.20	1953.20
(refer note no 17)	PY	1226.43	-	-	1226.43	1226.43
Borrowings	CY	27906.80	-	-	27906.80	27906.80
(refer note no 13A and 13B)	PY	26091.07	-	-	26091.07	26091.07
Lease liabilities	CY	135.15	-	-	135.15	135.15
	PY	176.20	-	-	176.20	176.20
<b>Total</b>	CY	<b>33035.83</b>	-	-	<b>33035.83</b>	<b>33035.83</b>
	PY	30,113.70	-	-	30,113.70	30,113.70

**Fair Value hierarchy disclosures:**

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

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

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

**Financial Risk Management :**

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

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

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

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

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

### Credit Risk:

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

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

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

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

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

### Liquidity Risk

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

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

Contractual maturities of financial liabilities are given as under:

Particulars	(Rs in Lacs)		
	As at 31st March 2025	Due within 12 months from Balance Sheet Date	Due beyond 12 months of Balance Sheet Date
Borrowings	27,906.80	7,583.32	20,323.48
Trade payables	3,040.68	3,040.68	-
Other Financial Liability	1,953.20	1,953.20	-
Lease Liability	135.15	48.01	87.14
Other Liabilities	741.79	741.79	-
Current Tax Liability	-	-	-

### Interest Rate Risk :

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

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

The amount which is subject to the change in the interest rate is of Rs.16606.00 Lacs out of the total debt of Rs.27,906.80 Lacs

Based on the structure of debt as at year end, a one percentage point increase in the debt would cause an additional expense in the net financing cost of Rs. 166.06 Lacs.

### Foreign Exchange Risk :

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

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

The company imported goods for insignificant amounts on trade account. Approximately 78.87% of revenue were earned in foreign currency due to nature of business being exports. In a way, Company is a net foreign exchange earner.

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

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

(Rs in Lacs)

Currency	Monetary Assets		Monetary Liabilities	
	Current Year	Previous Year	Current Year	Previous Year
USD	632.43	437.86	9.40	12.08
Euro	1,336.87	1,071.48	12,737.53	13,842.68
	1,969.30	1,509.34	12,746.93	13,854.76

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

Currency	Effect on Profit before tax	
	Current Year	Previous Year
5% appreciation (Rs. In Lacs)	(538.88)	(617.27)
5% depreciation (Rs. In Lacs)	538.88	617.27

### Commodity Price Risk :

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

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

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

### Risk Management Strategy Related to Biological Assets

#### Regulatory and Environmental Risks

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

#### Supply and Demand Risk

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

#### Climate and other Risks

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

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

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

The management of the Company reviews the Capital structure of the Company on regular basis. As part of this review, the Board considers cost of capital and the risk associated with the movement in the working capital. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31,2025 and March 31,2024.

The following table summarizes the capital of the Company :-

(Rs in Lacs)		
Particulars	As at March 31,2025	As at March 31,2024
Borrowings	27,906.80	26,091.07
Total Equity	4,180.21	7,525.37
Gearing Ratio	668%	347%

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

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

(Rs in Lacs)

S. No.	Particulars	Note No	As at 31.03.2025	As at 31.03.2024
(i)	Depreciation Charge on Right to Use Assets	2E	0.05	-
(ii)	Interest Expense on Lease Liabilities	25	0.02	-
(iii)	Short Term Leases	5B,26 & 27	16.40	16.40
(iv)	Low value leases		-	-
(v)	Variable Lease Payments		-	-
(vi)	Total Cash outflow on Right on Use Assets		54.49	62.94
(vii)	Opening Balance of Right to Use Assets		258.99	233.35
(viii)	Additions to Right to use Assets	2(E)	13.42	25.64
(ix)	Deletion to Right to use Assets		-	-
(x)	Carrying amount of Right to Use Assets	2(E)	272.36	258.99

The break-up of current and non-current lease liabilities on Right of Use assets as of March 31, 2025 is as follows:-

(Rs in Lacs)

Particulars	As at 31.03.2025	As at 31.03.2024
Current Lease Liability	48.01	45.40
Non-current Lease Liability	87.14	130.80
Total	135.15	176.20

As Lessee:-

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

Details of right to use assets held by the company for the year ended March 31, 2025:

Particulars	Category of ROU asset : Plant & Machinery as at 31.03.2025	Category of ROU asset : Plant & Machinery as at 31.03.2024
Balance as at 01-April-2024	258.99	233.35
Addition	13.42	25.64
Deletions	-	-
Depreciation	0.05	-
Balance at the end 31.03.25	272.36	258.99

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

The following is the movement in lease liabilities during the year ended March 31, 2025:

Particulars	Category of ROU asset : Plant & Machinery as at 31-03-2025	Category of ROU asset : Plant & Machinery as at 31-03-2024
<b>Opening Balance</b>	176.20	213.50
Addition/Adjustments	-	-
Finance cost	14.54	18.29
Payment of lease liabilities	55.59	55.59
Translation differences	-	-
<b>Closing Balance</b>	<b>135.15</b>	<b>176.20</b>

The expense relating to payments not included in the measurement of the lease liability during FY 2024-25 is as follows:

Particulars	31-03-2025	31-03-2024
Short Term/Low value Leases (Refer Note 26 & 27)	16.40	16.40
Variable lease payments	Nil	Nil

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

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

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2025 on an undiscounted basis:

Particulars	(Rs. In Lacs)
Less than one year	55.59
One to five years	97.29
More than five years	-

### 41 Additional Regulatory Information

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

For the year ended 31.03.2025

a) Capital-Work in Progress ageing Schedule

(Rs in Lacs)

As at 31.03.2025

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

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

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

**For the year ended 31.03.2024**

- a) Capital-Work in Progress ageing Schedule

(Rs in Lacs)

**As at 31.03.2024**

CWIP		Amount in CWIP for a period of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Project in Progress</b>						
<b>Tangible assets</b>						
(i)	Krishnagiri (Tamilnadu)	53.26	-	-	-	53.26
(ii)	Dehradun (Uttarakhand)	148.98	1.81	-	-	150.79
<b>Projects temporarily suspended</b>						
(i)	Krishnagiri (Tamilnadu)	-	-	-	-	-
(ii)	Dehrdun (Uttarakhand)	-	-	-	-	-
<b>Total</b>		<b>202.23</b>	<b>1.81</b>	<b>-</b>	<b>-</b>	<b>204.05</b>

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

- (i) (b) Intangible Assets under Development

**For the year ended 31.03.2025**

- a) Intangible Assets under Development ageing Schedule

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

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

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**For the year ended 31.03.2024**

a) Intangible Assets under Development ageing Schedule

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

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

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

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

			Current Year	Previous Year	% Change During the Year
(i)	<b>Current Ratio</b>	[a/b]	0.77	0.96	-19.8%
	Current Assets	a	10,724.04	11,186.36	
	Current Liabilities	b	13,944.99	11,609.69	
(ii)	<b>Debt-Equity Ratio</b>	[a/b] # Refer Note below	6.71	3.49	92.3%
	Total Borrowings	a	28,041.95	26,267.27	
	Shareholder's Fund	b	4,180.21	7,525.37	
(iii)	<b>Debt Service Coverage Ratio</b>	[a/b] # Refer Note below	(0.25)	(0.20)	25.0%
	Earnings available for Debt Services (EBITDA)	a	(878.03)	(606.48)	
	Debt Obligations :				
	Instalments		1,718.42	1,594.62	
	Interest Expense		1,777.07	1,443.96	
	<b>Total Debt Service</b>	b	3,495.49	3,038.58	
(iv)	<b>Return on Equity</b>	[a/b] ## Refer Note below	-55.5%	-29.3%	89.8%
	Profit after Tax	a	(3,249.66)	(2,593.24)	
	Opening Shareholders Fund	b(i)	7,525.37	10,202.08	
	Closing Shareholders Fund	b(ii)	4,180.21	7,525.37	
	Average Shareholders Fund	b ((i+ii)/2)	5,852.79	8,863.73	
(v)	<b>Inventory Turnover Ratio</b>	[a/b] ### Refer Note below	1.04	0.63	65.1%
	Cost of Goods Sold	a	4,868.20	2,638.37	
	Opening Inventory	b(i)	4,704.19	3,677.98	
	Closing Inventory	b(ii)	4,619.07	4,704.19	
	Average Inventory	b ((i+ii)/2)	4,661.63	4,191.09	
(vi)	<b>Trade Receivables Turnover Ratio</b>	[a/b]	3.85	3.54	8.8%
	Revenue from Sale of Goods & Services	a	14,860.05	11,999.68	
	Average Trade Receivable	b	3,856.22	3,390.41	

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

			<b>Current Year</b>	<b>Previous Year</b>	<b>% Change During the Year</b>
(vii) <b>Trade Payables Turnover Ratio</b>	[a/b]		<b>1.67</b>	1.59	<b>5.0%</b>
Purchases	a		<b>4,737.75</b>	3,590.56	
Average Trade Payables	b		<b>2,830.34</b>	<b>2,259.02</b>	
(viii) <b>Net Capital Turnover Ratio</b>	[a/b]	#### Refer Note below	<b>-4.61</b>	-28.35	<b>-83.7%</b>
Revenue from Sale of Goods & Services	a		<b>14,860.05</b>	11,999.68	
Working Capital	b		<b>(3,220.95)</b>	(423.33)	
(ix) <b>Net Profit Ratio</b>	[a/b]		<b>-21.87%</b>	-21.61%	<b>1.2%</b>
Profit for the Year	a		<b>(3,249.66)</b>	(2,593.24)	
Revenue from Sale of Goods & Services	b		<b>14,860.05</b>	<b>11,999.68</b>	
(x) <b>Return on Capital Employed</b>	[a/b]	# & ## Refer Note below	<b>-7.94%</b>	-6.19%	<b>28.2%</b>
Earning before Interest & Tax	a		<b>(2,543.08)</b>	(2,079.83)	
Capital Employed	b		<b>32,048.56</b>	<b>33,598.74</b>	
(xi) <b>Return on Investment</b>			-	-	
(a) <b>From Quoted Equity Instruments</b>	[a/b]		-	-	<b>N.A</b>
Dividend Income	a		-	-	
Average Investment in Quoted Equity Instruments	b		-	-	
(b) <b>From Unquoted Investments</b>	[a/b]		-	-	<b>N.A</b>
Investment Income (including Capital Gain / (Loss))	a		-	-	
Average Unquoted Investments	b		-	-	

**Note:**

- # The significant Change in these ratios are due to the additional borrowings raised by the Company during the year for stabilization of new Project at Kirishnagiri, Tamilnadu which was completely capitalised on 31.05.2023. Further, as the capacity was not fully utilized and due to this turnover was also less than the Expected, which resulted in net losses during the year.
- ## The significant Change in these ratios is due to reason, the capacity was not fully utilized in the new Project at Kirishnagiri, Tamilnadu, due to which turnover was also less than the Expected. This has resulted in net losses during the year.
- ### Change is due to increase in consumption of raw material on account of increase in sales in Current year as compared to previous year.
- #### Change is due to increase in sales in Current year as compared to previous year further increase is due to the additional borrowings raised by the Company during the year and Input tax credit on Input services transferred from Other current asset to Property, Plant and Equipment on basis of Order passed for Safari Retreats Private Limited vs. Chief Commissioner of CGST [TS-350-HC-2019(ORI)-NT] during the year.
- (iv) No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 (43 of 1988) and the rules made thereunder.
- (v) As per information available with the Management, the Company does not have any transaction with companies struck off under Section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- (vi) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

- (vii) There was no charge or satisfaction, which is yet to be registered with concerned Registrar of Companies, beyond the period permitted under the Companies Act, 2013.
- (viii) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (ix) There's no transaction which has not been recorded in the books of accounts and disclosed or surrendered as income during the year in the tax assessments under the Income Tax Act, 1961.
- (x) The Company is in compliance with the regulation as to the number of layers of companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restoration on number of Layers) Rules, 2014.
- (xi) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- (xii) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (xiii) No loans and advances in nature of loans have been granted to Promoter, KMP, Director and related parties during the year.

**Note: Signatories to Note 1 to 41**

For and on behalf of the Board of Directors

**Ashok Chaturvedi**  
Chairman  
DIN - 00023452

**Rahul Razdan**  
Whole -time Director & CEO  
DIN - 09290572

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

**Himanshu Luthra**  
Company Secretary

**Shekhar Tiwari**  
Chief Financial Officer

**Megha Jain**  
Partner  
Membership No. 415389

Place : Noida  
Dated : 16<sup>th</sup> May, 2025





**CONTACT US**



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