

08<sup>th</sup> September 2025

Corporate Relationship Department  
**BSE Limited**  
P. J. Towers, Dalal Street, Fort,  
Mumbai - 400 001

**Scrip Code: 519003**

Dear Sir / Madam,

**Sub: Submission of Annual Report for the Financial Year 2024-25**

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Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2024-25.

This is for your kind information and records.

Thanking you

Yours faithfully,  
*for* **MODI NATURALS LIMITED**

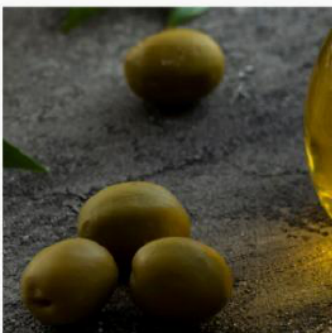
**Rajan Kumar Singh**  
Company Secretary & Compliance Officer

**Encl : a/a**

# ANNUAL REPORT

2024-2025

51<sup>ST</sup> ANNUAL REPORT



# Board of Directors

Mr. Anil Modi Chairman & Managing Director	Mr. Ankit Garg Independent Director	Statutory Auditors Doogar & Associates Chartered Accountants New Delhi
Mr. Akshay Modi Jt. Managing Director	Mrs. Ankita Singal Independent Director	Registrars & Transfer Agents Skyline Financial Services Pvt. Ltd. D-153A, Okhla Industrial Area Phase-I, New Delhi-110020 <a href="http://www.skylinerta.com">www.skylinerta.com</a>
Mrs. Aditi Modi Whole Time Director	Mr. Udit Jain Independent Director	Registered Office 405, Deepali Building 92, Nehru Place, New Delhi-110 019 Tel:011-41889999 <a href="http://www.modinaturals.com">www.modinaturals.com</a>
Mr. Pradeep Kapoor Chief Financial Officer	Mr. Rajan Kumar Singh Company Secretary	Corporate Office D-54, 2nd Floor, Okhla Phase-I New Delhi-110 020   Tel: 011-41889999

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## Message for Shareholders



**Akshay Modi**  
Jt. Managing Director

As we celebrate 50 years of Modi Naturals, we reflect on a legacy built on trust, strong values, and an unwavering commitment to excellence. FY 2024-25 has been a remarkable year driven by growth, innovation, and renewed momentum toward a sustainable future.

This golden jubilee is not only a celebration of our journey so far, but also a bold step towards more dynamic and purpose-led future.

Over the past decade, we've witnessed a significant shift—particularly among Indian consumers—towards healthier choices. This transition has accelerated rapidly in the last three years, with health and wellness now emerging as key drivers of consumer preferences and lifestyle decisions.

At Modi Naturals, we have fully embraced this transformation. The growing demand for healthier FMCG products has evolved into a widespread movement, reflecting a fundamental shift in consumer priorities.

This evolution presents vast opportunities for us to innovate, diversify, and expand our healthy food portfolio guided by our unwavering commitment to quality, nutrition, and transparency.

### Consumer Division – Building a Consumer-Centric Future

Today, Oleev and its variants Oleev Active, Gold, and Smart stand as our flagship brand, trusted by a growing base of health-conscious consumers. As pioneers in the premium multisource oil segment, our blends such as Rice Bran + Olive Oil and Rice Bran + Sunflower Oil are thoughtfully crafted for heart health, superior cooking, and everyday wellness.

Driven by our passion for innovation, we launched Oleev Kitchen, extending our promise of health and taste to daily food essentials. The range includes Pasta, Peanut Butter, and Super Soup India's first ready-to-cook soup with pre-and probiotics.

We further diversified into the snacking and beverage categories. Our popcorn brand, Pipo, delivers bold flavors like Cheese Burst, Peri-Peri, and Tandoori, while Roasted Peanuts offer unique variants like Smokehouse and Barbecue. In beverages, Jynx a Vitamin C-rich powdered drink provides a refreshing, health-forward hydration solution.

Despite macroeconomic challenges and input cost pressures, our Consumer Division remained a strong growth driver. With disciplined execution and strategic foresight, we delivered a resilient performance. A key highlight of the year was onboarding Karishma Kapoor as the brand ambassador for Oleev a move that significantly boosted brand visibility and consumer engagement.

We also made significant strides in expanding our reach strengthening general trade, scaling our presence in modern trade, and forging key partnerships with leading e-commerce and quick-commerce platforms. These efforts have made our products more accessible, meeting consumers wherever they are.

### Bulk Oil Division – Stabilization and Recovery

After two challenging years marked by price cuts and market volatility, FY 2024-25 saw a clear recovery for our Bulk Oil Division. Stabilizing prices, favorable rainfall, and fresh crops improved trading conditions, enabling us to recover inventory losses and achieve a significant EBITDA rebound. The division is now well-positioned for sustainable growth.

### Ethanol Division – Powering India's Green Energy Mission

Our Ethanol Division is a cornerstone of our long-term growth strategy and a vital contributor to India's clean energy future. Supported by robust government policies including ethanol blending mandates, rice allocation, and capital subsidies this segment offers strong margins and clear long-term visibility.

In November 2023, we began commercial production with an initial capacity of 130 KLPD, backed by an investment of ₹150 crores. Building on this strong start, we are expanding capacity by 180 KLPD, increasing total production to 310 KLPD. This additional ₹100 crore investment underscores our confidence in the sector's potential and our commitment to India's energy transition.

### Outlook

FY 2024-25 lays a strong foundation for a dynamic and diversified future. At Modi Naturals, we remain deeply committed to building a future-ready, innovation-led, and resilient business that can adapt swiftly to evolving market dynamics.

We greatly value the continued trust and confidence of our stakeholders. It is this collective strength and our shared belief in purpose and values that empowers us to shape a more resilient, inclusive, and forward-looking future for our consumers, our people, and the world around us.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In CY 2024, the global economy navigated a transitional phase marked by resilience and uncertainty due to geopolitical shifts, trade policy changes, and monetary adjustments. While inflationary pressures eased and economic activity held steady in most regions, disruptions caused by global conflicts, election cycles, and trade realignments created uneven momentum. However, as it progressed through 2025, the landscape is undergoing significant shifts due to escalating geopolitical tensions and evolving economic challenges.

**Source: IMF Report on World Economic Outlook, April 2025**

India remains one of the fastest-growing major economies, with the IMF projecting 6.5% GDP growth for FY 2024-25 and FY 2025-26. Key drivers sustaining India's outlook include Rural demand recovery, supported by a favourable monsoon and government spending, Urban consumption resilience, particularly among upper-income segments and Ongoing public infrastructure investments and improvements in the business environment.

**Source: Economic Survey 2024-25, IMF Report January 2025**

### FMCG Sector

The FMCG sector experienced steady growth during FY 2024–25, underpinned by a gradual recovery in rural demand and relatively stable urban consumption. Rural markets benefitted from improved minimum support prices (MSPs), favourable monsoon conditions, and continued government interventions, while urban demand presented a mixed picture buoyed by the upper-middle and affluent segments, but tempered at the mass level by persistent retail and food inflation. Key sectoral trends included the continued momentum in Modern Trade and E-commerce channels, even as General Trade remained under pressure. Notably, retail inflation moderated towards the latter part of the fiscal year, offering some relief to consumers and helping restore confidence.

The edible oil sector remains a vital part of India's food economy, though it faces challenges such as supply volatility, fragmented production, and inconsistent reporting. In a significant regulatory development, the Government of India notified the Vegetable Oil Products, Production and Availability (VOPPA) Regulation Order, 2025 on August 1, aimed at improving transparency, monitoring, and price stability.

As part of the organised sector, compliance with the new norms is well within operational capacity. Existing reporting systems and a high degree of transparency ensure alignment with regulatory intent, resulting in minimal disruption. The changes are expected to deter hoarding, stabilise supply chains, and enhance policy responsiveness. The regulatory shift represents an opportunity to strengthen governance and reinforce market discipline. While the implementation phase may pose challenges for unorganised players, it offers long-term benefits for producers adhering to the norms. Ongoing engagement with industry bodies is helping to facilitate a smooth transition and maintain stable supply and pricing for consumers.

### Ethanol Sector

India's ethanol sector is undergoing a transformative phase, driven by the government's ambitious target of achieving 20% ethanol blending in petrol under its clean energy roadmap. With grain-based ethanol production now surpassing sugar-based output, the policy landscape is evolving rapidly to balance energy needs with food security and feedstock availability. While concerns around rising grain prices and potential implications for food supply persist, the government's recent move to allocate 52 lakh tonnes of surplus rice for ethanol production, supported by targeted subsidies, reflects a strong commitment to ensuring feedstock supply and economic viability for producers.

Our Business Performance



## Consumer Division

Our journey into the health and wellness space began with the launch of Oleev in 2012, marking a significant pivot in our approach to consumer health. Oleev, especially Oleev Active, has since become a trusted name among health-conscious Indian consumers, combining the goodness of olive oil with the functionality of everyday cooking oils. With a focus on heart health, cholesterol management, and active lifestyles, Oleev oils have grown to embody quality, wellness, and aspirational living. We are India's only major producer of multi-source edible oil blended with olive oil and proudly rank as the third-largest super-premium edible oil brand in the country.

Expanding on this vision, we introduced Oleev Kitchen, a sub-brand offering health-forward convenience foods such as Pasta, and Super Soup—India's first ready-to-cook soup fortified with pre- and probiotics. Diversifying further into snacking and beverages, we launched Pipo (flavoured popcorn), Roasted Peanuts in health-centric variants, and Jynx, a powdered vitamin-C drink mix—each designed to blend taste, nutrition, and convenience. Consistently prioritising innovation over commoditisation, we have consciously stayed away from mass-market oils like soybean or mustard, focusing instead on differentiated, value-added offerings tailored to today's wellness-focused consumer. During the year, brand-building remained a strategic priority, highlighted by the appointment of Karishma Kapoor as Oleev's brand ambassador, which significantly enhanced brand recall and emotional connection. On the distribution front, we strengthened General Trade through targeted interventions and expanded presence in Modern Trade, E-commerce, and Quick Commerce.

We leveraged the strong distribution ecosystem built around our edible oil business spanning traditional retail, Modern Trade, E-commerce platforms, Quick Commerce, and CSD to efficiently scale our new product lines. This integrated multi-channel approach ensures heightened visibility, availability, and consumer reach. Our ability to monitor emerging trends and rapidly innovate has been key to identifying market gaps and launching relevant products, reinforcing our position as a forward-looking, health-first consumer brand.

Over the past 10 years, our Consumer Division revenues have increased from ₹43 crore in FY15 to ₹179 crore in FY25, with a CAGR of 15%, reflecting the strength of our brands and growing consumer demand. Further, to support and accelerate continued momentum, we are strategically reinvesting cash flows generated from our Ethanol business into the Consumer segment, ensuring sustained growth and long-term value creation.

## Bulk Oil Division

The Bulk Oil Division faced notable headwinds over the past two years, including Government-imposed price controls, Inventory revaluation losses and Volatile trading environments. However, FY 2024–25 marked a clear turnaround, supported by Stabilising oil prices, Favourable monsoons and crop availability and Stronger trading margins and strategic procurement.

We successfully recovered past inventory losses, and the division reported a significant improvement in EBITDA. Our renewed focus on operational efficiency and market responsiveness positions this business for sustainable profitability going forward.

## Ethanol Division

Amidst rising energy demands and the Government of India's ambitious target of achieving 20% ethanol blending in petrol. Ethanol Division of Modi Biotech a wholly owned subsidiary has emerged as a key growth driver in the country's evolving biofuel value chain. Modi Naturals has infused 35% of the total investment in Modi Biotech Pvt. Ltd. through equity contribution, while the remaining funding requirement has been met through debt.

Plant is strategically located in Raipur, Chhattisgarh, the facility enjoys significant logistical advantages, including proximity to grain-surplus regions and seamless connectivity to oil depots and national distribution networks. This advantageous positioning ensures cost-effective raw material procurement and efficient distribution, thereby enhancing operational efficiency and competitiveness.

Commercial operations commenced in November 2023 with a first installed capacity of 130 KLPD, backed by a capital investment of ₹150 crore. Operating at full capacity, the distillery has successfully integrated into the national ethanol blending programme, contributing meaningfully to India's clean energy agenda while maintaining robust operating margins.

In November 2024, we secured a breakthrough order worth ₹300 crore for the upcoming ethanol year (November – October), reflecting strong market demand and reinforcing confidence in the ethanol business's execution capabilities and product quality. This milestone not only demonstrates the operational excellence but also underlines its strategic relevance in the evolving energy ecosystem.

Encouraged by strong performance, supportive government policies—including capital subsidies and rice allocation—and resilient demand fundamentals, the Company has initiated a capacity expansion of 180 KLPD. With a second-phase investment of ₹100 crore, the total installed capacity will increase to 310 KLPD upon completion. Additionally, improved realisations from by-products, such as Distillers Dried Grains with Solubles (DDGS), CO<sub>2</sub> etc., are contributing positively to overall margins. These by-product synergies not only improve profitability but also strengthen the Company's sustainability credentials by reducing waste and maximising resource utilisation.

This expansion underscores the Company's commitment to innovation, sustainability, and alignment with India's national energy objectives.

### **Financial Performance Fy25**

At the outset of the financial year, the Company set ambitious performance targets—Revenue of ₹680 crore, EBITDA of ₹50 crore, and PAT of ₹30 crore. These targets were met, driven by robust execution and favourable market dynamics. This performance highlights the strength of our operational framework and our ability to effectively respond to a positive demand environment across all business divisions.

The consolidated revenue from operations was up by 65.8% to Rs. 662.9 crore year-on-year. EBITDA grew by 517% to Rs. 56 crore. EBITDA margins stood at 8.4%. PAT became positive to Rs. 31 crore as compared to a loss of Rs. 1.4 crore in FY24. Cash flow from operations stood at Rs. 48.8 crores versus negative cash flow of Rs. 6.8 crore in FY '24. ROCE stood at 18.3% compared to 2.1% in FY24. ROE stood at 25.5%. Debt-to-equity stood at 1.22 cr in FY25 versus 1.87cr in FY24. Net working capital day stood at 66 days in March '25 as compared to 111 days in March '24.

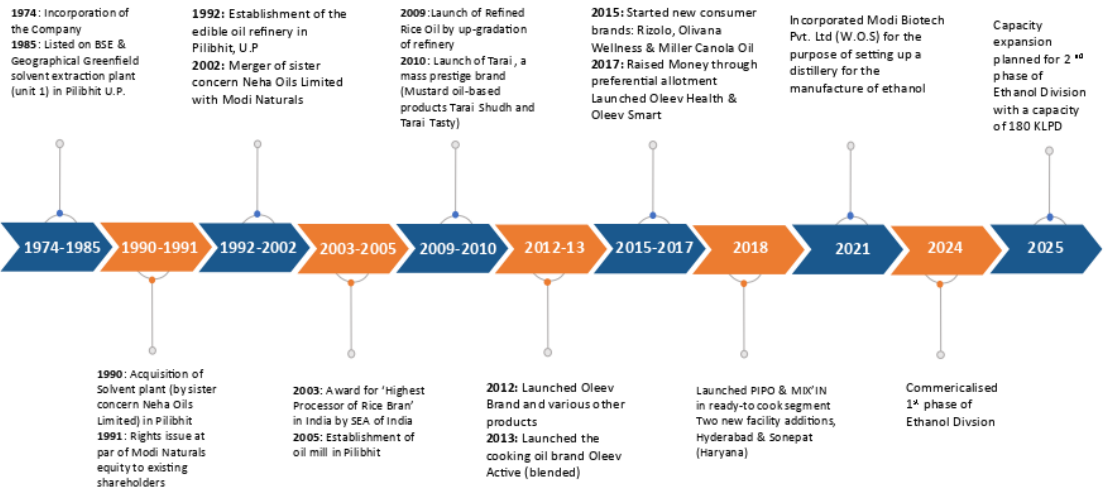
### **Outlook**

Looking ahead, we expect continued momentum across segments. Our ethanol division remains a key growth engine and strategic enabler, generating strong cash flows that are being reinvested into expanding our FMCG portfolio—driving innovation, strengthening distribution, and enhancing brand equity. This synergy is fostering a sustainable, diversified growth model and improving overall business resilience. For FY 2025–26, we expect to revenues to be in the range of ₹850–880 crore, EBITDA between ₹80–85 crore, and PAT between ₹42–48 crore. The company remains on track to achieve its stated guidance.

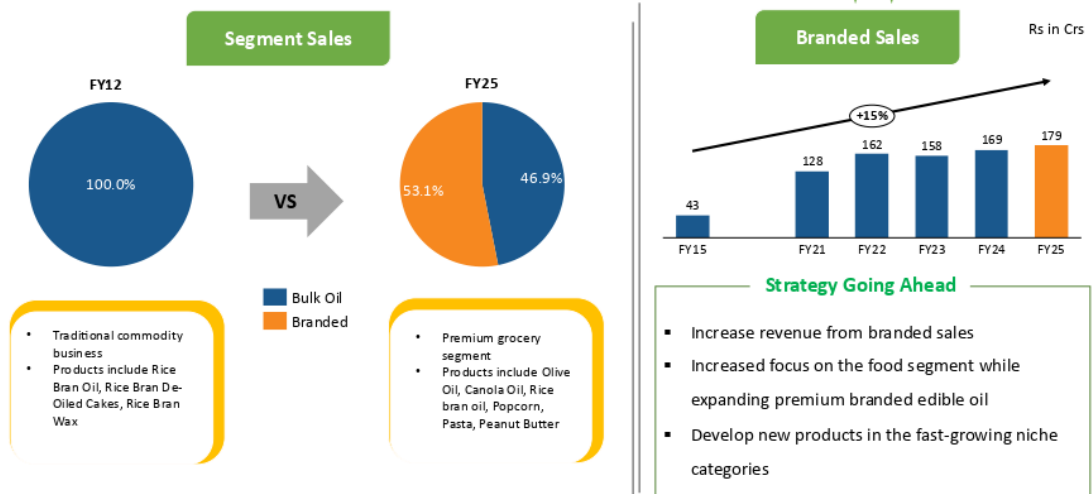
We remain confident in India's long-term economic trajectory, supported by rising domestic consumption, structural reforms, and increasing global integration. Our focus on health-centric innovation, distribution expansion, and consumer trust positions us well to capture emerging opportunities. Aligned with the nation's clean energy and economic goals, Modi Naturals is well placed to deliver sustainable, stakeholder-driven value in the years ahead.



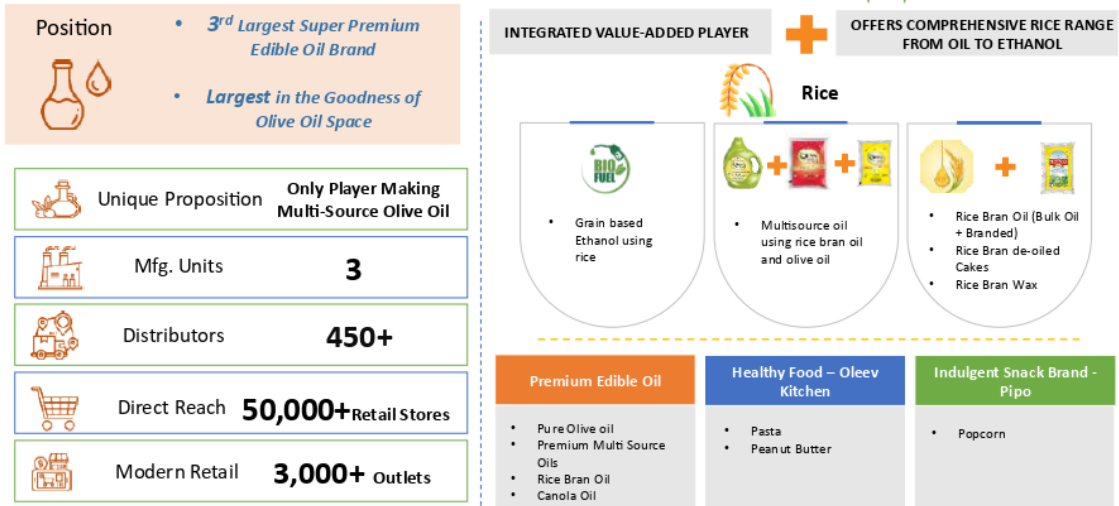
## Our Journey



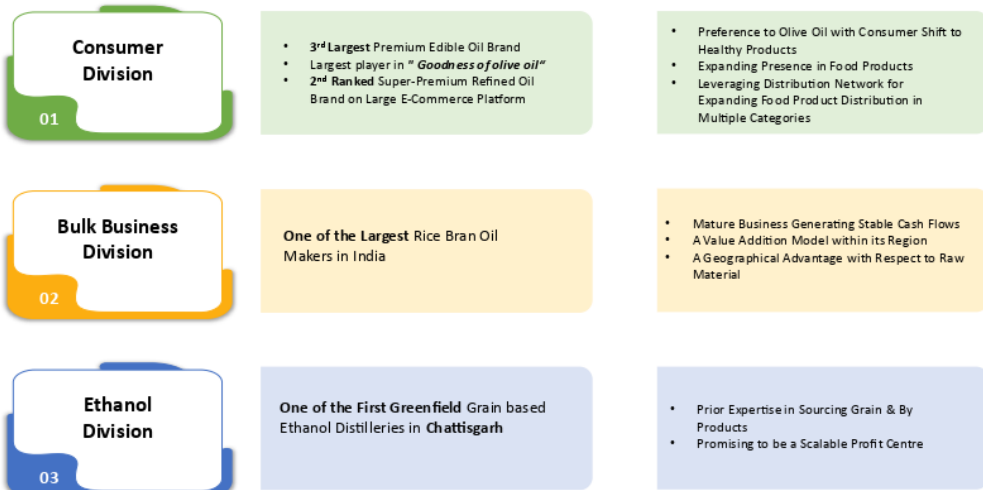
## Transforming Into A Multi Brand FMCG Company



## Modi Naturals - At A Glance



## Business Verticals



## Product Portfolio



BRANDED

**Edible Oil**



**Ready To Cook Segment**



**Ready To Eat Segment**



BULK OIL

Rice bran oil



Rice bran de-oiled cakes



Rice bran wax



ETHANOL



## Consumer Business



**Modi Natural's Presence**

**Super Premium Edible Oil**

(Canola Oil, Olive Oil)

Olivana, Extra Virgin Olive Oil, Olive Pomace Oil, Miller Canola Oil

**Premium Multisource Oil**

(Rice Bran + Olive Oil, Rice Bran + Canola Oil)

Oleev Active, Oleev Health, Oleev Smart

**Commodity Based Edible Oil**

(Soyabean, Mustard and Sunflower Oil)

## De-coding the Ethanol Business



### Key Advantages



High Margin Product

Large Demand Supply gap

Government Incentives

Proximity to Petroleum Depot

Low Cost of Production

Environment Friendly

- Received an approval for 310 KLD distillery
- 1<sup>st</sup> phase of 130 KLPD commenced in Q3FY24 with a capital expenditure of Rs 150 cr
- 2<sup>nd</sup> Phase of 180 KLPD is in progress with an estimated capital expenditure of Rs ~100 cr

Ethanol made from surplus and damaged food grain such as broken or surplus rice instead of molasses. Rice as a product is best understood due to the traditional rice bran oil business




Husk is used as a fuel for the plant, saving power and fuel cost

Plant is located in Chhattisgarh which is the only state that gets 3 crops in a year

Close proximity to procurement of raw materials saves transport costs and enhances margins

## Key Parameters for FY25



<b>Revenue from Operations</b>  <b>Rs 662.9 cr</b> +65.8% YoY	<b>EBITDA</b>  <b>Rs 56.0 cr</b> +6.2x YoY	<b>PAT</b>  <b>Rs 31.0 cr</b> Loss of Rs 1.4 cr in FY24
<b>Networth</b> <b>Rs 121.6 cr</b>	<b>Cash Flow from Operations</b> <b>Rs 48.8 cr</b> Negative Rs 6.8 cr in FY24	<b>ROCE</b> <b>18.3%</b> vs 2.1% FY24
<b>ROE</b> <b>25.5%</b>	<b>Debt/Equity</b> <b>1.22 in FY25</b> vs 1.87 in FY24	<b>Net Working Capital Days</b> <b>66 Days in Mar'25</b> vs 111 Days in Mar'24



## NOTICE

Notice is hereby given that the Fifty-first Annual General Meeting of Modi Naturals Limited will be held on **Tuesday, 30<sup>th</sup> September, 2025, at 2:30 P.M.**, through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March 2025 and the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March 2025 and the reports of the Auditors thereon, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
  - a) **"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended 31<sup>st</sup> March 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
  - b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March 2025, and the reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
2. To appoint Mr. Anil Modi, who retires by rotation as a Director and being eligible offers himself for reappointment and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anil Modi (DIN: 00187078), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

### SPECIAL BUSINESS

3. **Re-appointment of Mr. Anil Modi (DIN-00187078) as Chairman & Managing Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED** that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in accordance with the provision of Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Anil Modi (DIN: 01187078) as the Chairman cum Managing Director of the Company for the period of three years from 1st January, 2026 to 31st December 2028, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time, as they deem fit, in such manner as may be agreed to between the Board of Directors and Mr. Anil Modi within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

4. **Re-appointment of Mr. Akshay Modi (DIN-03341142) as Joint Managing Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED** that pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in accordance with the provision of Articles of Association of the Company and the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Akshay Modi (DIN: 03341142) as the Joint Managing Director of the Company for the period of three years from 15<sup>th</sup> December 2025 to 14<sup>th</sup> December 2028, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time, as they deem fit, in such manner as may be agreed to between the Board of Directors and Mr. Akshay Modi within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**5. Re-appointment of Mrs. Aditi Gupta (DIN-01786037) as Whole Time Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED** that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in accordance with the provision of Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mrs. Aditi Gupta (DIN-01786037) as the Whole Time Director of the Company for the period of three years from 14<sup>th</sup> August 2025 to 13<sup>th</sup> August 2028, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment), with liberty to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed to between the Board of Directors and Mrs. Aditi Gupta within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**6. Ratification of remuneration payable to Cost Auditors**

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

**"RESOLVED** that the remuneration of 70,000/- (₹ Seventy Thousand only) plus Goods and Service Tax and out of pocket expenses, if any, payable to M/s. Manisha & Associates (FR No.: 000321), Cost Accountants, who was appointed as the Cost Auditors of the Company for the Financial Year 2025-26 as recommended by the Audit Committee and approved by the Board of Directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified."

**7. To appoint M/s. Deepak Bansal & Associates, Company Secretaries, as Secretarial Auditors for the term of 5 (Five) consecutive years.**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as amended, Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint M/s. Deepak Bansal & Associates, Company Secretaries (FCS No.: 3736, C. P. No.: 7433) as Secretarial Auditors of the Company for a term of five (5) consecutive

years commencing from 1st April, 2025 till 31st March, 2030 at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

**Registered Office:**

405, Deepali Building, 92,  
Nehru Place, New Delhi-110019  
CIN: L15142DL1974PLC007349

**for and on behalf of the Board**

Sd/-

**Anil Modi**

Chairman & Managing Director  
DIN – 00187078

05<sup>th</sup> September 2025, New Delhi

**NOTES:**

- (a) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect of the Special Business set out at Item no. 1 of the accompanying Notice is annexed hereto.
- (b) Pursuant to the General Circular No. 09/2024 dated 19th September, 2024 read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 37th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulation). In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 51<sup>st</sup> AGM of the Company is being held through VC / OAVM. The deemed venue for the 51<sup>st</sup> AGM will be the registered office of the Company.
- (c) **In terms of SEBI's Circular dated 16<sup>th</sup> March 2023, it is mandatorily required for all members holding shares in physical mode to furnish PAN, KYC details (Address proof, Bank details, E-mail address and Mobile Number) and Nomination for all eligible folios to the RTA. The folios, wherein any of the cited documents /details are not made available on or after 01<sup>st</sup> October 2023, shall be frozen by the RTA.**

Shareholders of physical securities are requested to take note of the same and furnish their KYC details at the earliest to the Company's RTA. The relevant forms for update of KYC are available on the websites of the Company at 'www.modinaturals.com' and the Company's RTA at 'www.skylinertal.com'. The Company, through the RTA, has sent individual letters, along with the relevant forms to the shareholders of physical securities with incomplete KYC details, requesting them to furnish/update their KYC details at the earliest.

Members, holding shares in electronic form, are requested to submit the details to their respective DPs only and not to the Company. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after 31 December 2025.

- (d) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Secretarial Standard -2 issued by ICSI, in respect of Director(s) seeking appointment/re-appointment at this AGM is annexed hereto.
- (e) Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- (f) Members desirous of seeking information in respect of Accounts of the Company are requested to send their queries to investors@modinaturals.org on or before September 23, 2025.
- (g) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.

- (h) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.
- (i) The Share Transfer Books and Register of Members of the Company shall remain closed from Friday, September 26, 2025, to Tuesday, September 30, 2025 (both dates inclusive) for the purpose of AGM.
- (j) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred, transmission or transposition of securities only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent – Skyline Financial Services Private Limited (SFSPL) for assistance in this regard.
- (k) As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Skyline Financial Services Private Limited, in case the shares are held by them in physical form.
- (l) The format of the Register of Members prescribed by MCA under the Act requires the Company/ Registrar and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit the filled in form to the Company at [investors@modinaturals.org](mailto:investors@modinaturals.org) or to SFSPL in physical mode, after restoring normalcy or in electronic mode at [admin@skylinerta.com](mailto:admin@skylinerta.com), as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or SFSPL.
- (m) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited for shares held in physical mode, with relevant documents that may be required.
- (n) In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.modinaturals.com](http://www.modinaturals.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). For any communication, the shareholders may also send requests to the Company's dedicated investor email-id: [investors@modinaturals.org](mailto:investors@modinaturals.org).
- (o) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically.

#### **Voting through Electronic Means (For Remote e-voting and e-voting during AGM)**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- II. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- III. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

#### **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The e-voting period begins on **Saturday, September 27, 2025 (10:00 am) and ends on Monday, September 29, 2025 (5:00 pm)**. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on



the **cut-off date i.e. September 23, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking thee-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdcasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdcasDirectReg.jsp</a></li> </ol>

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **shareholders other than individual shareholders in Demat Form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website **[www.evotingindia.com](http://www.evotingindia.com)**.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through

CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of MODI NATURALS LIMITED.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES (FOR OBTAINING ANNUAL REPORT AND LOGIN CREDENTIALS FOR E-VOTING):**

- For Physical Shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id [investors@modinaturals.org](mailto:investors@modinaturals.org) and [admin@skylinerta.com](mailto:admin@skylinerta.com) respectively.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
  3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
  4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 72 hours prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investors@modinaturals.org](mailto:investors@modinaturals.org).
  7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  10. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remove Voting Only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, by email to the Scrutinizer at [depakbansal.fcs@gmail.com](mailto:depakbansal.fcs@gmail.com) and to the Company and [investors@modinaturals.org](mailto:investors@modinaturals.org), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai— 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

- (xvii) The voting rights of Members shall be in proportion to their shares of the paid-up equity Share Capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system.
- (xviii) Any person who acquires shares of the Company and becomes Member of the Company after mailing of the Notice and holding shares as of the cut-off date, may follow the same instructions as mentioned above for e-voting.
- (xix) The Company has appointed Mr. Deepak Bansal, Company Secretary in Practice (CP No. 7433) as the Scrutinizer to scrutinize the voting during the meeting and remote e-voting process, in a fair and transparent manner.
- (xx) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman and Managing Director of the Company or any person authorised by him
- (xxi) The Results declared along with the report of the Scrutinizer shall be placed on the Company's website: [www.modinaturals.com](http://www.modinaturals.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

#### Annexure to Notice

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

**Item No. 3:** Mr. Anil Modi (DIN: 00187078), is Chairman & Managing Director of the Company, having four decades of invaluable experience and is involved in general conduct and management of affairs of the Company.

The Board of Directors, at their meeting held on 05<sup>th</sup> September 2025 have approved his re-appointment as Chairman & Managing Director for a period of three years with effect from 1<sup>st</sup> January 2026 to 31<sup>st</sup> December 2028 based on the recommendation of the Nomination and Remuneration Committee subject to the approval of shareholders on terms and conditions as set out below:

**1. Term of Appointment:**

For a period of 3 (three) years with effect from 1st January 2026 to 31st December 2028.

**2. Remuneration:**

- I. Salary:** W.e.f. 01<sup>st</sup> January, 2026 of ₹ 6,00,000/- per month and W.e.f. 1<sup>st</sup> April 2026 in the pay scale of (₹ 6,00,000 – 50,000 – 7,00,000)- per month.



- II. **Commission:** Up to 3% of Net Profit computed in accordance with Sections 197 and 198 of the Companies Act, 2013, as determined by the Nomination and Remuneration Committee for each financial year
- III. **Perquisites and allowances:** In addition to the above, Mr. Anil Modi shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company provided that the aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197, 198 and all other applicable provisions, if any, of the Act, read with Schedule V of the Act as amended from time to time.
3. **Minimum Remuneration:** The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). However, where in any financial year, during the currency of the tenure of Mr. Anil Modi as Chairman cum Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no 3 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.
4. **Other terms and conditions:**
  - a. Subject to the superintendence, control and direction of the Board, Mr. Anil Modi shall be responsible for the general conduct and management of the affairs of the Company.
  - b. As long as Mr. Anil Modi functions as Chairman cum Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
  - c. Mr. Anil Modi shall be liable to retire by rotation whilst he continues to hold office of Managing Director; however, his retirement will not break his length of service.
  - d. Mr. Anil Modi shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
  - e. The Office shall be liable to termination with 3 months' notice from either side.
  - f. The terms and conditions of the said re-appointment may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013.

The proposed appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013, and requires to be approved by a resolution of the shareholders in general meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Anil Modi and his relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board considers that his educational qualification, skills, experience & exposure in FMCG and various other industries would be of immense benefit to the Company, and it is desirable to avail services of Mr. Anil Modi as Chairman & Managing Director, at a remuneration & terms set out in the resolution.

A statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013 is annexed & forms part of this Explanatory Statement

The Board recommends the special resolution set out at Item No.3 of the Notice for your approval.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**Item No. 4:** Mr. Akshay Modi (DIN: 03341142), Joint Managing Director of the Company, is an Engineer from the University of Leeds, U.K and an alumnus of The Doon School. He is a visionary entrepreneur who conceptualized the launch of Edible Oils in consumer packs under the brand names, 'Oleev', 'Tarai', 'Rizolo', 'Miller' and 'Olivana wellness'. He is having 28 years of invaluable experience in FMCG sector and is involved in operations, planning, strategy, finance, marketing, management, business development, public relationships, and regulatory affairs of the company.

He was appointed on the Board of Directors of the Company on 15<sup>th</sup> December 2010.

The Board of Directors, at their meeting held on 05<sup>th</sup> September 2025 have approved his re-appointment as Joint Managing Director for a period of three years with effect from 15<sup>th</sup> December 2025 to 14<sup>th</sup> December 2028 based on the recommendation of the Nomination and Remuneration Committee subject to the approval of shareholders on terms and conditions as set out below:

**1. Term of Appointment:**

For a period of 3 (three) years with effect from 15th December 2025 to 14th December 2028

**2. Remuneration:**

- I. **Salary:** W.e.f. 15<sup>th</sup> December, 2025 of ₹ 6,00,000/- per month and W.e.f. 1<sup>st</sup> April 2025 in the pay scale of (₹ 6,00,000 – 50,000 – 7,00,000)- per month.
- II. **Commission:** Up to 3% of Net Profit computed in accordance with Sections 197 and 198 of the Companies Act, 2013, as determined by the Nomination and Remuneration Committee for each financial year
- III. **Perquisites and allowances:** In addition to the above, Mr. Akshay Modi shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company provided that the aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197, 198 and all other applicable provisions, if any, of the Act, read with Schedule V of the Act as amended from time to time.
3. **Minimum Remuneration:** The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). However, where in any financial year, during the currency of the tenure of Mr. Akshay Modi as Joint Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no 4 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**4. Other terms and conditions:**

- a. Subject to the superintendence, control and direction of the Board, Mr. Akshay Modi shall provide advice, guidance and assistance to the Chairman & Managing Director and other Senior Management personnel as and when required with respect to the business and affairs of the Company including advice on strategic planning, finance, accounting, taxation, legal affairs and human resources and in that regard he shall faithfully and diligently conduct the business and affairs of the Company and, for that purpose, he shall have the powers to do all such matters, deeds and things on behalf of the Company as may be or are usual, necessary or expedient so to do and/or as fixed by the Board/ or Committee thereof time to time.
- b. As long as Mr. Akshay Modi functions as Joint Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
- c. Mr. Akshay Modi shall be liable to retire by rotation whilst he continues to hold office of Joint Managing Director; however, his retirement will not break his length of service.
- d. Mr. Akshay Modi shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
- e. The Office shall be liable to termination with 3 months' notice from either side.
- f. The terms and conditions of the said re-appointment may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013.

The proposed appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013, requires the appointment and remuneration to be approved by a resolution of the shareholders in general meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Akshay Modi and his relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board considers that his educational qualification, skills, experience & exposure in FMCG Industry would be of immense benefit to the Company and it is desirable to avail services of Mr. Akshay Modi as Joint Managing Director, at a remuneration & terms set out in the resolution.

A statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013 is annexed & forms part of this Explanatory Statement

The Board recommends the special resolution set out at Item No.4 of the Notice for your approval.

**Item No. 5:** Mrs. Aditi Gupta (DIN: 01786037), Whole-Time Director is a Woman Director of the Company with effect from 31<sup>st</sup> March, 2015.

The Board of Directors, at their meeting held on 13<sup>th</sup> August, 2025 have approved her re-appointment as Whole-Time Director for a period of three years with effect from 14<sup>th</sup> August 2025 to 13<sup>th</sup> August 2028 based on the recommendation of the Nomination and Remuneration Committee subject to the approval of shareholders on terms and conditions as set out below:

**1. Term of Appointment:**

For a period of 3 (three) years with effect from 14<sup>th</sup> August, 2025 to 13<sup>th</sup> August 2028.

**2. Remuneration:**

**I. Salary:** W.e.f. 13<sup>th</sup> August, 2025 of ₹ 2,00,000/- per month and W.e.f. 01<sup>st</sup> April 2026 in the pay scale of (₹ 1,75,000 -25,000 - 2,00,000) per month.

**II. Commission:** Up to 3% of Net Profit computed in accordance with Sections 197 and 198 of the Companies Act, 2013 as determined by the Nomination and Remuneration Committee for each financial year

**III. Perquisites and allowances:** In addition to the above, Mrs. Aditi Gupta shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company provided that the aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197, 198 and all other applicable provisions, if any, of the Act, read with Schedule V of the Act as amended from time to time.

**3. Minimum Remuneration:** The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). However, where in any financial year, during the currency of the tenure of Mrs. Aditi Gupta as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no 5 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**4. Other terms and conditions:**

- Subject to the superintendence, control and direction of the Board, Mrs. Aditi Gupta shall devote such time to the affairs of the company and perform such duties as determined by the Board/ or Committee thereof time to time.
- As long as Mrs. Aditi Gupta functions as Whole Time Director of the Company, no sitting fees will be paid to her for attending the meetings of the Board of Directors or Committee thereof.
- Mrs. Aditi Gupta shall be liable to retire by rotation whilst she continues to hold office of Whole Time Director; however, her retirement will not break her length of service.
- Mrs. Aditi Gupta shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by her in India and abroad, exclusively on the business of the Company.
- The Office shall be liable to termination with 3 months' notice from either side.
- The terms and conditions of the said appointment may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013.

The proposed appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013, requires the appointment and remuneration to be approved by a resolution of the shareholders in general meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Aditi Gupta and her relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board considers that her educational qualification, skills, experience & exposure in FMCG and various other industries would be of immense benefit to the Company, and it is desirable to avail services of Mrs. Aditi Gupta as Whole-Time Director, at a remuneration & terms set out in the resolution.

A statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013 is annexed & forms part of this Explanatory Statement

The Board recommends the special resolution set out at Item No.5 of the Notice for your approval.

**Item No. 6:** The Board of Directors at their meeting held on 05<sup>th</sup> September 2025, appointed M/s. Manisha & Associates, Cost Accountants (FRN: 000321), as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of ₹ 70,000/- as remuneration plus Goods and Service Tax and out of pocket expenses, if any, payable to them, for the Financial Year 2025-26. The remuneration, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules 2014, read with Section 148(3) of the Act 2013.

None of the directors or key managerial personnel or their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the ordinary resolution set out at Item no. 6 of the Notice for approval of the Members.

**Item No. 7:** SEBI vide notification no. SEBI/LAD-NRO/GN/2024/218 dated 12th December, 2024 has introduced 'SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024' to establish detailed norms governing the appointment, re-appointment, and removal of Secretarial Auditors in listed entities, effective from 31st December, 2024. The recent amendment mandates that the listed companies have to obtain shareholders' approval for appointment of Secretarial Auditors.

Accordingly, the Board of Directors of the Company at their Meeting held on 6<sup>th</sup> September, 2025, based on the recommendation of the Audit Committee, approved appointment of M/s. Deepak Bansal & Associates, Company Secretaries, having Peer Reviewed Certificate No.7057/2025 as Secretarial Auditor of the Company, in accordance with the provisions of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI Listing Regulations and other applicable provisions, if any, for a term of Five (5) consecutive years, commencing from 1st April, 2025 till 31st March, 2030, subject to approval of the Members of the Company at the AGM.

M/s. Deepak Bansal & Associates is a firm founded in 2007 by CS Deepak Bansal. The firm brings deep domain knowledge and extensive experience in compliance requirements for listed companies, with specialization in Secretarial Audits, Company Law matters, and SEBI Regulations. CS Deepak Bansal has over 30 years of experience. He is also an Insolvency Professional and registered Social Impact Assessor. He also served as an Independent Director on the Board of reputed Media Company for two consecutive terms of five years from 2014 to 2024.

The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the Act, rules made thereunder and the SEBI Listing Regulations. M/s. Deepak Bansal & Associates, Company Secretaries, has given their consent to act as Secretarial Auditors of the Company and holds a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Company Secretaries of India ("ICSI") and they are not disqualified from being appointed as Secretarial Auditors and have no conflict of interest. M/s. Deepak Bansal & Associates has furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and Subsidiary Companies.

The Board has approved remuneration of ₹2,00,000/- for conducting the audit for the financial year 2025-26, excluding applicable taxes. The Board of Directors has authorised Chairman and Managing Director of the Company to alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board, therefore, recommends the Special Resolution as set out at Item No.7 for your approval.

**Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013**

**I. GENERAL INFORMATION:**

1. Nature of industry The Company is engaged in the business of edible oils processing and fast-moving consumer goods.
2. Date or expected date of commencement of commercial production Not Applicable
3. In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus Not Applicable

4. Financial performance based on given indicators <span style="float: right;">(₹ Lakhs)</span>		
Particulars	2024-25	2023-24
Sales and Other Income	33532	35776.61
Profit Before Tax and Depreciation	1028.84	95.02
Profit After Tax	764.60	91.15
Paid up Equity Share Capital	1330.63	1330.63
Reserves and Surplus	8722.24	7941.96
Basic & Diluted Earnings Per Share (₹)	5.64	0.82

5. Foreign investments or collaborators if any The Company has not entered into any foreign collaboration and no direct capital investment has been made in the company in the last three financial years.

**II. INFORMATION ABOUT THE APPOINTEE:**

S. N.	Particulars	Mr. Anil Modi	Mr. Akshay Modi	Mrs. Aditi Gupta
1.	Background details	Mr. Anil Modi, 68 years of age, is an Industrialist and Chairman & Managing Director of the Company. He is also a Director in Modi Biotech Pvt. Ltd., Modi Infratech Pvt. Ltd, and Halwasiya Properties Pvt. Ltd.	Mr. Akshay Modi, 40 years of age, is an Industrialist and Joint Managing Director of the Company. He is also a Director in Modi Biotech Pvt. Ltd. and Modi Infratech Pvt. Ltd..	Mrs. Aditi Modi, 39 years of age, the Whole-Time Director of the Company. She is also a Director in Osain Incubex Pvt. Ltd.
2.	Recognition or awards	Bachelor of Commerce	Bachelor of Engineering from the University of Leeds, U.K and an alumnus of The Doon School.	B.Sc. (Hons) from the University of Nottingham
3.	Past Remuneration in FY 2023-25(PA)	₹ 73.92 lakhs	₹ 66.00 lakhs	₹ 18.00 lakhs
4.	Job profile and his suitability	He is the Chairman & Managing Director of the Company. He is having four decades of invaluable experience in the FMCG and various other industries and is involved in general conduct and management of the company.	He is the Joint Managing Director of the Company. He is having 28 years of sound experience in the FMCG sector and is involved strategy, project, planning, public & customer relations, marketing, management and regulatory affairs of the company	She is the Whole-Time Director of the Company. She is having 19 years of sound experience in FMCG and various other Industries.
5.	Remuneration proposed	Refer Resolution No. 3	Refer Resolution No. 4	Refer Resolution No. 5

6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable companies.	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable companies.	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on her and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Chairman & Managing Director of the Company. He is related to Mr. Akshay Modi, Joint Managing Director. He holds 2120343 shares in the Company.	Joint Managing Director of the Company. He is related to Mr. Anil Modi, Managing Director and Mrs. Aditi Gupta, Whole-Time Director. He holds 2054001 shares in the Company.	Whole-Time Director designated as Woman Director of the Company. She is related to Mr. Akshay Modi, Joint Managing Director.

#### I. OTHER INFORMATION

Reasons of loss or inadequate profits	Not Applicable
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase productivity and profits measurable terms	Not Applicable

#### ✓. DISCLOSURES:

- The information, as required, is provided under Corporate Governance Section of this Annual Report. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.



**DETAILS OF THE DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

Particulars	Mr. Anil Modi	Mr Akshay Modi	Mrs Aditi Modi
DIN	00187078	03341142	01786037
Date of Birth (Age)	28-01-1957	28-11-1985	22-08-1986
Designation	Chairman & Managing Director	Jt. Managing Director	Whole Time Director
Date of initial appointment on the Board	05-04-1976	15-12-2010	31-03-2015
Terms and Conditions of Appointment	As approved by shareholders in the 51 <sup>st</sup> Annual General Meeting held on 30.09.2025		
Qualifications	Bachelor of Commerce	Bachelor of Engineering from the University of Leeds, U.K and an alumnus of The Doon School.	B.Sc. (Hons) from the University of Nottingham
Expertise in specific functional areas	Business Planning & Development, Finance, Marketing, Management etc.	Business Planning & Development, Finance, Marketing, Management etc	Business Planning & Development, Finance, Marketing, Management etc
Nationality	Indian	Indian	Indian
Relationship with other Directors or KMPs of the Company	Relative (Father) of Mr. Akshay Modi, Joint Managing Director	Relative (Son) of Mr. Anil Modi, Joint Managing Director	Relative (Spouse) of Mr. Akshay Modi, Joint Managing Director
Directorships held in other public companies (excluding foreign companies and Section 8 companies) including Listed Companies	1. Modi Biotech Private Limited 2. Modi Infratech Pvt. Ltd. 3. Halwasiya Properties Pvt. Ltd	1. Modi Biotech Private Limited 2. Modi Infratech Pvt. Ltd.	Osain Incubex Pvt. Ltd.
Memberships/Chairmanships of Committees of other public companies including Listed Companies from which resigned in past three years.	Nil	Nil	Nil
No of shares held in the company as on March 31, 2025	2120343 (15.93%) equity shares of Rs 10 each	2054001 (15.44%) equity shares of Rs 10 each	42000 (0.32%) equity shares of Rs 10 each
No. of Board Meetings Held / Attended during the year 2024-25	6/6	6/6	6/6

**Registered Office:**

405, Deepali Building,  
92, Nehru Place, New Delhi-110019  
CIN: L15142DL1974PLC007349

05<sup>th</sup> September 2025, New Delhi

**for and on behalf of the Board**

Sd/-  
**Anil Modi**  
Chairman & Managing Director  
DIN – 00187078



## DIRECTORS' REPORT

Your directors have pleasure in presenting the Fifty-first Annual Report and audited financial statements for the financial year ended 31<sup>st</sup> March 2025.

### FINANCIAL PERFORMANCE

The summarized financial results of the Company are presented below:

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from operations	33800.97	35776.61	66291.28	39982.24
Other Income	310.10	112.86	120.74	115.36
<b>Total Income</b>	<b>34111.07</b>	<b>35889.47</b>	<b>66412.02</b>	<b>40097.60</b>
<b>EBITDA</b>	<b>1636.93</b>	<b>673.94</b>	<b>5721.27</b>	<b>(1368.14)</b>
Less: Finance Cost	459.67	428.67	1170.29	773.81
Depreciation / Amortization	148.42	150.25	781.74	421.36
<b>Profit before tax</b>	<b>1028.84</b>	<b>95.02</b>	<b>3769.24</b>	<b>(172.97)</b>
Tax expense				
-Current Tax	274.80	49.50	374.60	49.48
-Deferred Tax	(10.56)	(45.63)	292.07	(84.61)
<b>Profit after tax</b>	<b>764.60</b>	<b>91.15</b>	<b>3102.57</b>	<b>(137.84)</b>
<b>Total Comprehensive Income</b>	<b>750.28</b>	<b>105.17</b>	<b>3093.64</b>	<b>(121.82)</b>
<b>Earnings Per Share</b> (face value of ₹10/- each)				
- Basic	5.64	0.82	23.25	(0.89)
- Diluted	5.64	0.82	23.25	(0.89)

### DIVIDEND

No dividend is proposed for the financial year ended 31<sup>st</sup> March 2025.

### TRANSFER TO RESERVES

No amount is proposed to be transferred to reserves.

### STATE OF AFFAIRS AND REVIEW OF OPERATIONS

Your Company, during the fiscal 2025, recorded revenue from operations of ₹ 33800.97 lac. The Profit Before Tax (PBT) was ₹1028.84 lac against ₹95.02 lac in the previous year. The Profit After Tax (PAT) was ₹764.60 lac against ₹91.15 lac in the previous year. The Company delivered a strong financial performance in FY 2024–25, with a remarkable year-on-year increase in profitability, reflecting improved operational efficiencies and strategic execution. Despite sectoral challenges, the Company achieved substantial growth in Profit Before Tax and Profit After Tax, showcasing the strength of its business model and disciplined cost management. Profit After Tax surged by over 7 times compared to the previous year, driven by focused operational performance, improved product mix, and prudent financial planning.

### Segment, Products wise Performance

Modi Naturals is today one of India's leading consumer goods companies operating in the wellness and foods category.

The company is poised to grow exponentially in the next few years with its three verticals namely a). consumer goods vertical, b). bulk edible oil and feeds vertical and c). alcohol manufacturing vertical.

Modi Naturals' Branded /Consumer Division includes a range of products that includes healthy & premium edible oil, Popcorn, Pasta, Peanut Butter, Instant Drink Mix etc.

- **In healthy and premium edible oil category**- the company's branded product portfolio includes Oleev Olive oil, Oleev Active oil (healthy Olive oil and Rice Bran Oil blend), Oleev Health Oil (Multisource Oil) Oleev Smart Oil (Multisource oil), Rizolo Rice

bran oil, Miller Canola Oil and Olivana Wellness Oil (100% natural versatile oil with goodness of pure olives – can be used for cooking, hair, skin care and baby care). We are the only player making Multi-Source Olive oil.

Your Company's flagship brand, "OLEEV" is a leading name in the edible oil market, and it caters to the premium segment of the market. In the multisource edible oil category, 'Oleev Active' has continued to increase its dominance. Volume has recovered after removal of stock limits, and we expect to see growth pick up in subsequent quarters.

➤ **In healthy Indulgent snacking category** – the company's branded product portfolio includes :

- **'Pasta'** (100% Wheat Semolina & 0% Maida) with three variants, under the sub-brand OLEEV KITCHEN.

We are extending our range of ready-to-cook pasta and introducing new shapes, i.e. macaroni and spaghetti. With our commitment to food innovation, we have launched a one-of-its-kind multigrain pasta with the goodness of four grains in the premium category.

- **Peanut Butter** with two variants Creamy & Crunchy under the sub-brand OLEEV KITCHEN.

In Peanut Butter, we are creating a vertical segmentation wherein we have launched Oleev Junior Peanut Butter specifically targeted for children in the age bracket of 4-13 years. Additionally, Oleev Junior Peanut Butter will be available in chocolate flavour as well and is currently being piloted. We will scale up the distribution in subsequent quarters.

- **PIPO Popcorn** and unique Taste Bomb sachets inside with exciting flavours Peri Peri, Tomato Salsa, Cheese Burst, Tandoori Twist, to suit the Indian palate better compared to the regular butter/cheese flavours available in the market.

Under PIPO, we are extending our product portfolio and getting into the ready-to-eat (RTE) space, we have launched on a pilot basis our range of flavoured roasted peanuts. These RTE peanuts are available in five flavours, including Periperi, BBQ, heeng-jeera, and others.

- **Taste Bomb**, PIPO's sub-brand, is being separately launched in the instant masala/seasoning category, with six variants i.e. Magic masala, pasta masala, peri peri, Oregano, Italian herbs, and Tandoori.
- **Ready To Mix Beverages**: New category of powdered **ready-to-mix beverages** marketed under new brand "**Jynx**" with the following flavours- mango, orange, iced tea-lemon and mojito has been soft launched this summer and the response is heartening. We hope to scale it up over the course of the next one year. This will help us enter an exciting new category which is doing well with Gen-Z and will also offset some of the seasonality in oil demand in summer months.

Consumer Division Performance for FY24 was moderate owing to a significant reduction in branded oil prices. Demand has started picking up in the branded oil and food division. EBITDA has improved on the back of Improved supply chain efficiency, optimisation of manpower cost and reduced A&P expenses.

➤ **In the bulk edible oil segment**, the company manufactures and markets Rice Bran oil, Rice Bran wax and De-oiled cakes.

There has been a significant turnaround in our Bulk Division, which had previously faced prolonged headwinds due to subdued demand and government restrictions on oil prices, resulting in inventory losses in FY24. Despite a 16% decline in revenue to Rs 158 crore in FY25, the division posted a positive EBITDA of Rs 1.7 crore, a notable improvement from the loss of Rs 9.2 crore in the previous year.

The Company has created niche, premium and differentiated brands in highly competitive categories of edible oils and healthy foods. Our strong focus on quality, innovation, product differentiation and brand building has helped us stand out in a cluttered retail market, with 'Oleev' becoming the **No.1 "Goodness of Olive Oil" brand in India**, with a fully backward-integrated portfolio of products. Over the last decade, we have developed a pan-India distribution network across all channels of FMCG, including the upcoming Q-Commerce, serving our consumers through all modes of online and offline retail across the country. We are a very proud Indian company, manufacturing, and marketing world-class food products in India.

The Company is present on all e-commerce platforms including Amazon, Blinkit (Big Basket), Flipkart, Grofers and Jio Mart. Further, the company is widely distributed in 3,000 organized modern retail outlets and also has around 450 distributors pan India with a direct reach of about 50,000 retail stores, which will be used to penetrate further in healthy snacking foods category. Recently, the Company has started food business with a few more large retail players like Spencer's which will reflect in numbers in the coming quarters.

- **Ethanol Business** : A step towards sustainable growth, Modi Naturals has diversified into ethanol manufacturing, with a state-of-the-art greenfield Ethanol Plant being established in the State of Chhattisgarh under its 100% subsidiary, Modi Biotech Private Limited. This project is in line with the company's core values & commitment towards sustainable growth and will also help the company have a diversified portfolio of businesses. This project is also in line with the Honourable Prime Minister of

India Shri Narendra Modi's vision & roadmap for the Ethanol Blended Petrol (EBP) program with a target of 20% blending by 2025. The second phase of our ethanol capacity expansion is on track and expected to commence operations by Q3 FY26, with an estimated capex of Rs 100 crore and an addition of 180 KLPD. This will increase our total ethanol production capacity to 310 KLPD. With this scale-up, we are well-positioned to capitalise on the growing demand in the biofuel sector and drive long-term value creation.

Your Company is placed competitively in the industry and is determined to grow its market share and profitability sustainably through focus on developing top-notch products coupled with extensive advertising and promotional campaigns.

## OUTLOOK, OPPORTUNITIES, RISKS & CONCERNS

### Indian Economy

Even as the global conflict remained geographically distant from India, ripples comprised increased oil import bills, inflation, cautious government and a sluggish equity market. India's economic growth was 8.2% in FY 2023-24. India emerged as the second fastest-growing G20 economy in FY 2024-25. India overtook UK to become the fifth largest global economy. India surpassed China to become the world's most populous nation. As of 2025, India has overtaken Japan to rise to the fourth-largest global economy, with a nominal GDP of approximately USD 4.19 trillion, just ahead of Japan's ~USD 4.186 trillion (Source: IMF, World Bank).

India is widely acknowledged as one of the most dynamic major economies in the world with immense headroom for growth over the medium and long term. A favourable demographic profile, increasing affluence, rapid urbanisation and accelerated digital adoption represent some of the key structural drivers of growth of the Indian Economy.

### FMCG Industry

In the March quarter, the FMCG industry reported a 11% growth in value terms, underpinned by a 5.1% increase in volumes and a 5.6% rise in prices. The FMCG industry's growth continues to be driven by consumption trends in Q1'25, with rural areas surpassing urban growth for the first time in five quarters, head of customer success, India, at NIQ.

### Indian edible oils Industry

India's per capita consumption of edible oil is relatively low at 19-19.80 kg per year, compared to the global average of 24 kg per year. However, with a growing population and increasing per capita consumption, demand for edible oils is expected to increase. (Source: Technopak). As per industry estimates, even a **1 kg increase in per capita consumption** implies an incremental demand of over **1.4 million tonnes**, offering **significant headroom for market expansion**.

### Ready to cook & ready to eat segments in India

The market for both the segments put together is estimated to be approximately 4,200 Crore in FY 2019-20 and is expected to grow at a high CAGR of 16% doubling itself by FY 2024-25 and is expected to **double in size to around ₹8,400 crore by FY 2024-25**.

### Outlook

The fast-moving consumer goods (FMCG) industry is expected to grow at a CAGR of 27.9% from 2021 to 2027, reaching nearly US\$ 615.87 bn. This gain will be ascribed to the projected rise in rural demand as inflation slowly starts to decline. Urban demand is also anticipated to remain steady, supporting the sector's expansion. By 2025, the number of internet users in India is also projected to reach 1 bn. As an estimated 40% of all FMCG consumption in India is done online, the e-commerce share of total FMCG sales is expected to increase by 11% by 2030. (Source: CRISIL, IBEF)

The Company strives to leverage these opportunities and create innovative products that meet diverse consumer requirements. Further, the Company's expenditure on marketing and advertising would help to reinforce its brands.

## SUBSIDIARIES, JOINT VENTURES, OR ASSOCIATE COMPANIES

### 2. Modi Biotech Private Limited – wholly owned subsidiary

Modi Biotech Private Limited (MBPL) was formed on 27<sup>th</sup> April 2021 to set up a greenfield Ethanol Distillery at Raipur, Chhattisgarh.

MBPL has started its commercial production in November 2023.

The Company does not have any Joint Ventures or Associate Companies.

Pursuant to the provisions of Section 129, 134 and 136 of the Act read with rules made thereunder and Regulation 33 of the SEBI Listing Regulations, the Company has prepared consolidated financial statements of the Company and a separate statement containing the salient features of financial statement of subsidiaries in Form AOC-1 forms part of this Annual Report.

In accordance with Section 136 of the Act, the audited financial statements, including consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on website of the Company ([www.modinaturals.com](http://www.modinaturals.com)).

### **Internal Control Systems and its adequacy**

The Company has adequate Internal Control System consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

The Internal Auditor, the Audit Committee as well as the Board of Directors conduct from time to time an evaluation of the adequacy and effectiveness of the system of internal controls for financial reporting with respect to financial statements.

### **Risk Management**

The Company has adopted Risk Management Policy to proactively take care of the internal and external risks of the company and ensure smooth business operations. The company's risk management policy ensures that all its material and compliance risk exposures are properly covered, and the company's business growth and financial stability is assured.

### **Human Resource and Industrial Relations**

The Company lays great emphasis on proper management of human resources and believes that this is the most important ingredient for achieving excellence in performance and sustainable growth. The Management of your Company put utmost efforts to strengthen the existing work force and retaining them to enhance the human resource capability in the Company.

As on 31<sup>st</sup> March 2025, the Company had 544 employees on its payroll. The Company's industrial relations are cordial at all locations.

The Directors of your Company deeply appreciate the spirit and commitment of its dedicated team of employees.

### **SHARE CAPITAL**

During the year under review, there is no change in the Capital Structure of the Company. The paid-up equity share capital as on March 31, 2025 stood at Rs. 13,30,63,970 comprising of 13306397 equity shares of face value of Rs. 10/- each.

There was no public issue, rights issue, bonus issue. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2025, none of the directors of the Company holds any convertible instruments of the company.

### **PUBLIC DEPOSITS**

During the year the Company has not accepted / renewed any deposit from public. The total deposits remained unpaid or unclaimed as at 31<sup>st</sup> March, 2025 is Nil. There is no default in repayment of deposits or payment of interest thereon during the year.

### **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. During the year, there were no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company.

There were no materially significant related party transactions made by the Company during the year that required shareholders' approval under Regulation 23 of the Listing Regulations. The details of related party transactions are provided in Note 36 to Standalone Financial Statements in accordance with the Accounting Standards.

The Policy on RPTs as approved by the Board is uploaded on the Company's website <https://modinaturals.com/investor-relations/>

## STATUTORY AUDITORS

M/s. Doogar & Associates, Chartered Accountants (ICAI FRN – 000561N), the statutory auditors of the Company have been appointed at the 49<sup>th</sup> annual general meeting held on September 30, 2023 for a period of 5 years from the conclusion of 49<sup>th</sup> Annual General Meeting upto the conclusion of 54<sup>th</sup> Annual General Meeting to be held in the year 2028.

The statutory audit report for the year 2024-25 is annexed hereto and forms part of the Annual Report. There are no qualifications made by the Auditors in their Report which requires any explanation from the Board of Directors of the Company. The Notes to Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

The Auditors have confirmed that they are not disqualified within the meaning of Section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014 to continue as Auditors of the Company.

## COST AUDITORS

The Board of Directors at their meeting held on 05.09.2025 appointed M/s. Manisha & Associates, Cost Accountants (FRNo. - 000321), as the Cost Auditor for conducting the Cost Audit for the financial year 2025-26. A resolution seeking members' ratification of the remuneration payable to Cost Auditor is included in the AGM notice. The Cost Audit Report for financial year 2024-25 will be filed within the stipulated period. The Company is maintaining the Cost Records as per Section 148(1) of the Companies Act, 2013.

## SECRETARIAL AUDITORS' APPOINTMENT

In compliance with Regulation 24A of the Listing Regulations and Section 204 of the Companies Act, 2013 read with rules thereto, based on the recommendations of the Audit Committee, the Board of Directors has appointed M/s Deepak Bansal & Associates, Company Secretaries, (FCS 3736; CP 7433) as the Secretarial Auditors for a term of 5 consecutive years i.e. from FY 2025-26 till FY 2029-30, subject to the approval of the members of the Company. A resolution to this effect is included in the notice of the ensuing Annual General Meeting, which may kindly be referred for more details.

## SECRETARIAL AUDIT REPORT

The Board had appointed M/s Deepak Bansal & Associates, Company Secretaries, to conduct Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended March 31, 2025 is annexed herewith as "**Annexure A**". The Secretarial Audit Report is self-explanatory and does not require any further comments from the Board of Directors.

As required by Regulation 24A (1) of the SEBI (LODR) Regulations, 2015, a secretarial audit report for the financial year ended March 31, 2025 for its material unlisted subsidiary company, namely Modi Biotech Private Limited is also annexed herewith as **Annexure-B**. The Secretarial Audit Report is self-explanatory and does not require any further comments from the Board of Directors.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

During the year under review, there is no change in the directorship of the company.

Pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Anil Modi, Chairman & Managing Director, retires by rotation and being eligible has offered himself for re-appointment. The Board recommends the re-appointment of Mr. Anil Modi.

The information as required to be disclosed under regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard 2 in case of appointment /re-appointment of the directors is provided in the AGM Notice.

### Key Managerial Personnel

During the year under review, Mr Ankit Agarwal resigned as a Company Secretary of the company w.e.f. 11/10/2024 and Mr Rajan Kumar Singh is appointed as a Company Secretary of the company w.e.f. 24/02/2025.

Mr. Pradeep Kapoor- Chief Finance Officer (CFO) resigned on 29/07/2025 and he has rejoined the Company with effect from 13<sup>th</sup> August, 2025.



The Key Managerial Personnel of the Company as stipulated under the Companies Act, 2013 are Mr. Anil Modi, Chairman & Managing Director, Mr. Akshay Modi, Joint Managing Director, and Mr. Rajan Kumar Singh, Company Secretary.

## EVALUATION BY THE BOARD

The Board has made a formal annual evaluation of its own performance, Committees of the Board, Independent Directors and Individual Directors of the Company.

The Board's performance was evaluated based on criteria like Structure, Governance, Dynamics & Functioning, Approval & Review of Operations, Financials, Internal Controls etc. The performance of the Independent Directors as well as Individual Directors including the Chairman of the Board was evaluated based on the evaluation criteria laid down under the Nomination and Remuneration Policy and the Code of Conduct as laid down by the Board.

The Committees of the Board were evaluated individually based on the terms of reference specified by the Board to the said Committee. The Board of Directors were satisfied with the evaluation process which ensured that the performance of the Board, its Committees, Independent Directors, and Individual Directors adhered to their applicable criteria.

## SECRETARIAL STANDARDS

The Company had complied with the applicable Secretarial Standards issued by ICSI.

## CSR INITIATIVES

Modi Naturals' Corporate Social Responsibility (CSR) activities reflect its philosophy of enhancing value to the society and the environment around us. During the year under review, the Company was not required to spend any amount on CSR activities, therefore, the Annual Report on CSR activities is not provided herewith.

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

The Company has adopted a policy for prevention of sexual harassment at the workplace, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). An Internal Complaints Committee ("ICC") has been duly constituted as per the provisions of the POSH Act to redress complaints regarding sexual harassment at the workplace.

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follow:

a.	Number of complaints of Sexual Harassment received in the Year	NIL
b.	Number of Complaints disposed off during the year	NIL
c.	Number of cases pending for more than ninety days	NIL

## MATERNITY BENEFIT

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

## DISCLOSURES:

- Independent Directors have given declarations that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Salient features of the Nomination and Remuneration Policy are disclosed in the Report on Corporate Governance.
- Qualification, reservation or adverse remark or disclaimer made by Statutory Auditor in their report: **NIL**
- The particulars of Loans, Guarantees and Investments made by the Company under Section 186 of the Companies Act, 2013 are given in Note-5 to the Standalone Financial Statements.
- Disclosure as required under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in Note. 5 & 36 to the Standalone Financial Statements.

6. There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status and the Company's operations in future.

7. **Material changes and commitments 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:** NIL.

8. **Conservation of Energy, 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 (3) of the Companies (Accounts) Rules, 2014 is annexed herewith as "**Annexure C**".

9. **Annual Return:**

Annual Return in Form MGT-7 is available at the Company's website [www.modinaturals.com](http://www.modinaturals.com) and the weblink: <https://modinaturals.com/compliance-reports/>

10. **Particulars of Employees:**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this report.

Pursuant to the provisions of Section 136(1) of the Companies Act, 2013, the statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be available for inspection at the Registered Office of the Company during working hours and Members interested in obtaining a copy of the same may write to the Company Secretary and the same will be furnished on request. Hence, the Annual Report is being sent to the Members excluding the aforesaid information

No Director of the company, including its Managing Director or Whole-Time Director, is in receipt of any commission from the Company or its Subsidiary Company.

11. **Disclosures of transactions of the listed entity with any person or entity belonging to the promoter / promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results:** Details are given in Note. 36 to the Standalone Financial Statements.

12. **Number of other board of directors or committees in which a director is a member or Chairperson, including separately the names of the listed entities where the person is a director and the category of directorship:**

Disclosed in the Report on Corporate Governance "**Annexure D**".

13. **Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided:** Not Applicable

14. **Business Responsibility Reporting:** Not Applicable

15. **Details of Subsidiary Companies, Joint Venture and Associate Companies, and their financial position:**

The information as required under the first proviso to sub-section (3) of Section 129 in Form AOC-1 is annexed herewith as "**Annexure F**".

16. **Details in respect of frauds reported by auditors under section 143(12) of the Companies Act, 2013:**

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

17. **List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:**

Rating Agency	Facilities / Instruments	Rating / Outlook
Infomerics Valuation and Ratings	Long Term Bank Facilities	IVR BBB-/ Stable Outlook
Infomerics Valuation and Ratings	Short Term Bank Facilities	IVR A3

**18. Key Financial Ratios (Explanations for significant change i.e., change of 25% or more as compared to the immediately previous financial year) :** Refer Note 42 to Standalone Financial statements.

**19.** There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

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

**21. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof:**

Particulars	2024-25	2023-24	% Change	Explanations
Return on Net Worth	7.54	1.14	561	Increase in net worth and decline in net profit

## CORPORATE GOVERNANCE

Your company re-affirms its commitment to good corporate governance practices. The company complies with corporate governance requirements specified in Regulation 17 to 27 and Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, whichever applicable.

Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Report on Corporate Governance which forms a part of this Report, has been annexed herewith as **"Annexure D"**.

The Chief Executive Officer/Managing Director and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Practicing Company Secretary's Certificate regarding compliance of conditions of Corporate Governance, is made a part of this Director's Report. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct for the year 2024-25.

## DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) & (ca) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state that:

- in the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on March 31, 2024, and of the profit of the Company for the year ended on that date;
- the directors have taken proper and sufficient care 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;
- the directors have prepared the annual accounts on a going concern basis;
- the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## CAUTIONARY STATEMENT

Management Discussion and Analysis forming part of this Report is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such statements may be "forward-looking" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied, important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

**ACKNOWLEDGEMENT**

The Board takes this opportunity to place on record appreciation to Customers, Distributors, Dealers, Suppliers, Shareholders, Bankers and Government authorities for their continued support and co-operation during the year under review. The Directors also wish to place on record their appreciation to the employees at all levels for their continued co-operation and commitment.

for and on behalf of the Board

Sd/-

**Anil Modi**

Chairman & Managing Director

DIN:00187078

05<sup>th</sup> September 2025, New Delhi



# ANNEXURE 'A' TO DIRECTORS' REPORT

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 Personnel) Rules, 2014]

To,  
The Members,  
Modi Naturals Limited (CIN: L15142DL1974PLC007349)  
405, Deepali Building, 92, Nehru Place,  
New Delhi-110 019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Modi Naturals Limited** (hereinafter called "the company") (CIN: L15142DL1974PLC007349). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (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;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: **(Not Applicable to the Company during the audit period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the audit period)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit period)**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and **(Not Applicable to the Company during the audit period)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the audit period)**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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.

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

We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company as identified by the management:

- a) Food Safety and Standards Act. 2006 and rules made there under,
- b) Legal Metrology Act, 2009 and rules made there under
- c) VOPPA (Regulation) Order, 2011 and rules made there under,

d) The Boilers Act, 1923 and rules made there under,

The Company is registered with Food Safety and Standards Authority of India vide FSS License Nos. 10012051000395, 10012051000407, 10018047001068 and 10018064001288 etc.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except in few instances, 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 decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the audit period, the Company had applied to BSE on 03.05.2024 for listing of 6,50,000 equity shares allotted on 20.10.2023, 30.10.2023 and 17.11.2023 upon conversion of warrants and the said Listing application was approved on 11<sup>th</sup> July 2025.

**For Deepak Bansal & Associates**

Company Secretaries  
(UIN: S2007UP759100)

PR-7057/2020

Sd/-

**(Deepak Bansal)**

Prop.

FCS 3736; CP 7433

UDIN: F003736G001162454

**Place:** Noida

**Date:** 5<sup>th</sup> September, 2025

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

**'ANNEXURE-I'**

To,  
The Members,  
**Modi Naturals Limited**  
(CIN: L15142DL1974PLC007349)  
405, Deepali Building, 92, Nehru Place,  
New Delhi-110 019

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on 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. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Deepak Bansal & Associates**

Company Secretaries  
(UIN: S2007UP759100)

PR-7057/2020

Sd/-

**(Deepak Bansal)**

Prop.

FCS 3736; CP 7433

UDIN: F003736G001162454

**Place:** Noida

**Date:** 5<sup>th</sup> September, 2025

**ANNEXURE 'B' TO DIRECTORS' REPORT**  
**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 Personnel) Rules, 2014]

To,  
The Members,  
Modi Biotech Private Limited (CIN: U24299DL2021PTC380622)  
D-54, 2<sup>nd</sup> Floor, Okhla Phase-I,  
New Delhi-110 020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Modi Biotech Private Limited** (hereinafter called "the company") (CIN: U24299DL2021PTC380622). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (ii) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not Applicable to the Company during the audit period)**
  - (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(Not Applicable to the Company during the audit period)**
  - (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; **(Not Applicable to the Company during the audit period)**
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- (k) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable to the Company during the audit period)**
  - (l) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not Applicable to the Company during the audit period)**
  - (m) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the audit period)**
  - (n) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the audit period)**
  - (o) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the audit period)**
  - (p) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit period)**
  - (q) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and **(Not Applicable to the Company during the audit period)**
  - (r) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the audit period)**
  - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(Not Applicable to the Company during the audit period)**

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

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

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

We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company as identified by the management:

- e) Legal Metrology Act, 2009 and rules made there under
- f) The Boilers Act, 1923 and rules made there under,

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except in few instances, 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 decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

**For Rahul G & Company**

Company Secretaries

(UIN: S2018DE604100)

PR-900/2020

Sd/-

**(Rahul Gupta)**

Prop.

ACS 51394; CP 20528

UDIN: A051394G001117778

**Place:** New Delhi

**Date:** September 5, 2025

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

**'ANNEXURE-I'**

To,  
The Members,  
Modi Biotech Private Limited (CIN: U24299DL2021PTC380622)  
D-54, 2<sup>nd</sup> Floor, Okhla Phase-I,  
New Delhi-110 020

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

7. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
8. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on 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.
9. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
10. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
11. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
12. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Rahul G & Company**

Company Secretaries

(UIN: S2018DE604100)

PR-2096/2022

Sd/-

**(Rahul Gupta)**

Prop.

ACS 51394; CP 20528

UDIN: A051394G001117778

**Place:** New Delhi

**Date:** September 5, 2025



## ANNEXURE “C” TO DIRECTORS’ REPORT THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(Statement pursuant to Section 134(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

### A. Conservation of energy:

Adequate measures have been taken to conserve and reduce energy consumption by using energy efficient hardware and other equipment. The Company has a multi-fuel boiler for various agro fuels in place which helps in increasing its usage of biofuels thereby supplementing energy requirements of the company. Our emissions and waste generated are well within limits prescribed by the State Pollution Control Board. We regularly train employees and monitor various safety measures to ensure a safe working environment.

We believe that energy saved is energy produced and the Company has taken adequate measures to ensure optimum use of all equipment so as conserve energy.

### B. Technology absorption:

Your Company continues to use state-of-the-art technology for improving the productivity and quality of its products and services. Benefits derived as a result of the above efforts include product development and improvement as well as cost reduction.

**Imported technology** : The Company has imported no technology during the last three years.  
**Expenditure incurred on R&D** : NIL

### C. Foreign exchange earnings and outgo

a) Earnings ₹ 47.53 lakhs  
b) CIF Value of Imports ₹ 1874.18 lakhs  
c) Expenditure ₹ 13.34 lakhs

**Particulars pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are provided as under:**

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Ratio: Managing Director and Employees	5.50 : 0.30
		Ratio: Director and Employees	3.10 : 0.30
(ii)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Basis: Calculated on the basis of total Salary Drawn in FY 2024-25 as compared to Salary Drawn in FY 2023-24	
		<b>Name</b>	<b>Designation</b>
			<b>% increase/ (decrease) in remuneration</b>
		Mr. Anil Modi	Managing Director
		Mr. Akshay Modi	Joint Managing Director
		Mrs. Aditi Modi	Whole Time Director
		Mr. Pradeep Kapoor	CFO
(iii)	The percentage increase in the median remuneration of employees in the financial year;	Mr. Ankit Agarwal/ Mr. Rajan Singh	(11.63)
		6.00 % Approx.	
(iv)	The number of permanent employees on the rolls of company;	The number of permanent employees on the rolls of the company as of 31.03.2025 were 511.	
(v)	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;	The average increase in salaries of employees other than managerial personnel in 2024-25 was about 6.00% and average increase in remuneration of managerial remuneration was 2.00%. And there is no exceptional increase in managerial remuneration.	
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company.	The Company hereby affirms that the remuneration is as per the remuneration policy of the company.	

for and on behalf of the Board  
Sd/-

**Anil Modi**

Chairman & Managing Director  
DIN: 00187078

05<sup>th</sup> September 2025, New Delhi

## ANNEXURE “D” TO DIRECTORS’ REPORT REPORT ON CORPORATE GOVERNANCE

### COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

The Company’s philosophy on Corporate Governance revolves around principles of ethical governance and is aimed at conducting of business in an efficient and transparent manner and meeting its obligations to shareholders and other stakeholders. This objective is achieved by adopting corporate practices based on principles of transparency, accountability, fairness and integrity to create long term sustainable value for all its stakeholders.

### BOARD OF DIRECTORS

As on 31st March 2025, the Company’s Board comprised of 6 Directors. The Board consists of 3 (50%) Executive Directors of whom one is a Woman Director and 3 (50%) Non-Executive Directors, of whom all are Independent Directors. The Chairman of the Company is Executive, Non-Independent.

The members of the Board are well-experienced professionals and industrialists. The day-to-day management and affairs are handled by Mr. Anil Modi, Chairman & Managing Director, subject to the supervision, control and direction of the Board of Directors and is supported by Mr. Akshay Modi, Joint Managing Director & other Executive Director. The composition of the Company’s Board is in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). The composition of the Board of Directors as on March 31, 2025 is as follows:

Sl. No.	Name of the Director	Category	Age (years)	Qualifications	Expertise in specific functional areas
1.	Mr. Anil Modi (DIN-00187078)	Chairman & Managing Director / Non-Independent	68	Bachelor of commerce	Business Planning & development, Finance, Management
2.	Mr. Akshay Modi (DIN-03341142)	Jt. Managing Director / Non-Independent	40	B.E. from University of Leeds (U.K.)	Business Planning & Development, Finance, Marketing, Management
3.	Ms. Aditi Modi (DIN-01786037)	Whole-Time Director / Non-Independent	39	B.Sc. (Eco.) from University of Nottingham	Business Planning & Management, Banking
4.	Mr. Ankit Garg (DIN-10567791)	Independent / Non-Executive	45	Bachelor of commerce	Business Management, Finance
5.	Mrs. Ankita Singal (DIN-01633449)	Independent / Non-Executive	44	B.Com (H) & MBA	Marketing, Finance, Business Management
6.	Mr. Udit Jain (DIN-00166794)	Independent / Non-Executive	45	Bachelor of commerce	General Business Management & Administration

#### ■ Core Competencies

Modi Naturals is engaged in the business of manufacturing and marketing of Edible Oils and Fast-Moving Consumer Goods. The Board has, taking into consideration the Company’s nature of business, core competencies, key characteristics, identified the core skills/ expertise/competencies as required in the context of its business(es) & sector(s) for it to function effectively and which are available with the Board.

#### Board Meetings

During the year 2024-25, the Board met 6 (six) times on 30.05.2024, 30.07.2024, 06.09.2024, 25.10.2024, 28.01.2025, 24.02.2025, the gap between two meetings did not exceed 120 days.

#### ■ Category of Directors, Attendance, Other Directorship and Committee Membership :

Sl. No.	Full Name & DIN	Category	Attendance		Directorship in other public companies**		Position in Committees* of other public companies** including Modi Naturals Ltd	
			Board Meeting	Last AGM	Chairman	Member	Chairman	Member

1.	Mr. Anil Modi (DIN:00187078)	Non-Independent Executive	6	Yes	Nil	1	Nil	2
2.	Mr. Akshay Modi (DIN:03341142)	Non-Independent Executive	6	Yes	Nil	Nil	Nil	Nil
3.	Ms. Aditi Modi (DIN:01786037)	Non-Independent Executive	6	No	Nil	Nil	Nil	Nil
4.	Mr. Ankit Garg (DIN-10567791)	Independent Non-Executive	6	Yes	Nil	Nil	1	1
5.	Mrs. Ankita Singal (DIN-01633449)	Independent Non-Executive	6	Yes	Nil	Nil	1	1
6.	Mr. Udit Jain (DIN-00166794)	Independent Non-Executive	6	No	Nil	Nil	Nil	Nil

\* Excludes private limited companies, foreign companies, and companies under Section 8 of the Companies Act, 2013.

\*\* As per regulation 26 of the SEBI LODR, only Chairman /Member of Audit Committee and Stakeholders Relationship Committee considered.

- Mr. Anil Modi, Mr. Akshay Modi and Ms. Aditi Modi are relatives of each other in terms of the definition of 'Relative' given under the Companies Act, 2013 read with the Rules made thereunder. None of other Directors is related to any other Director on the Board.
  - None of the Non-Executive Directors hold any shares or convertible instruments in the Company.
  - As detailed in the table above, none of the directors is a member of more than Ten Board level Committees (\*) of public companies in which they are Directors nor a Chairman of more than five such Committees.
- Board confirms that in the opinion of the Board, the Independent Directors fulfill the conditions specified for Independent Directors in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.
- **Performance evaluation of Board and Directors:** The evaluation criteria of the Board, its committees and individual Board Members including Independent Directors have been disclosed in the Director's Report which forms part of the Annual Report.
- **Meeting of Independent Directors:** A separate meeting of Independent Directors for the Financial Year 2020-21 as per Clause VII (1) of Schedule IV under Section 149 (8) of the Companies Act, 2013 and Regulation 25 (3) of the SEBI Listing Regulations was held on 14<sup>th</sup> February 2025 wherein the Independent Directors reviewed the performance of the Managing Director, Non-Independent Directors and other matters. The Independent Directors have confirmed that they satisfy the criteria of Independence as stipulated under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (b) of the SEBI Listing Regulations.
- **Familiarisation:** The Independent Directors immediately on appointment are issued a formal letter of appointment outlining their rights, roles and responsibilities, and the Business overview of the Company, policies etc. The Chairman as well as Managing Director of the Company, brief the Director individually on the industry and businesses of the Company, prior to their appointment. At each of the Business plan meeting, the Directors are briefed on the different business units of the company, the industry as a whole and other details like customers, the future prospects, emerging technologies etc.

Details of the familiarisation programme for the Independent Directors is available at (<https://modinaturals.com/investor-relations/>)

- **Brief note on Directors seeking appointment / re-appointment at the ensuing AGM:**

Brief resume, nature of expertise in specific functional areas, disclosure of relationships between director inter-se, names of listed entities in which the person also holds the directorship and the membership of Committees of the board and their shareholding in the Company, of the aforesaid director(s) seeking appointment / re-appointment at the ensuing AGM, were given in the Notice of the Annual General Meeting.

## AUDIT COMMITTEE

The Committee is mandated with the same terms of reference as specified in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and conforms to the provisions of Section 177 of the Companies Act, 2013.

The Company Secretary of the Company acts as the Secretary of the Audit Committee. The Chief Financial Officer and the Statutory Auditors of the Company are permanent invitees to the meetings of the Audit Committee.

Four Meetings of the Audit Committee were held during the year 2024-25. The dates on which the Audit Committee Meetings held were 30.05.2024, 30.07.2024, 25.10.2024, 28.01.2025. The composition, name of the members, chairperson, particulars of the Meetings, and attendance of the members during the year are as follows:

The Board has constituted its new Audit Committee w.e.f. 01<sup>st</sup> April, 2025:

Name of Members	Category	No. of meetings attended during the year 2024-25
Mr. Ankit Garg, Chairperson	Independent / Non-Executive	4
Mrs. Ankita Singal	Independent / Non-Executive	4
Mr. Anil Modi	Non-Independent / Executive	4

## NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors have constituted a 'Nomination & Remuneration Committee' in terms of Section 178 (1) of the Companies Act, 2013. The terms of reference of the Committee cover evaluation of compensation and benefits for Executive Director(s), Non-Executive Director(s), KMP, framing of policies and systems of the Employee Stock Option Scheme and looking after the issues relating to major HR policies.

One Meetings of the Nomination and Remuneration Committee were held on 24.02.2025 during the year 2024-25. The composition, name of the members, chairperson, particulars of the Meetings, and attendance of the members during the year are as follows:

The Board has constituted its new Nomination and Remuneration Committee w.e.f. 01<sup>st</sup> April, 2025:

Name of Members	Category	No. of meetings attended during the year 2024-25
Mrs. Ankita Singal, Chairperson	Independent / Non-Executive	1
Mr. Ankit Garg	Independent / Non-Executive	1
Mr. Udit Jain	Non-Independent / Executive	1

### ■ Nomination and Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee adopted the Remuneration policy for Directors, Key Managerial Personnel (KMP) and other employees of the company.

The Nomination and Remuneration policy of the Company is available on the Company's website at <https://modinaturals.com/investor-relations/>

### ■ Remuneration to Directors

The remuneration payable to the Executive Directors is determined by the Board on the recommendation of the Nomination and Remuneration Committee with the approval of the shareholders at the Annual General Meeting. The Company pays remuneration by way of Salary, Allowances, Perquisites and Benefits (fixed component) to its Executive Directors. The company has not provided any Stock Options to any of its directors and employees.

The details of remuneration paid /payable to Directors for the year ended March 31, 2025:

(₹ Lakhs except Share data)

Name of Directors	Salary & Perquisites	Commission	Sitting Fee	Total	Service Contract	No. of Equity Shares held
Mr. Anil Modi	73.92	-	-	73.92	•	2120343
Mr. Akshay Modi	66.00	-	-	66.00	#	2054001
Mr. Ankit Garg	-	-	-	-	\$	-
Mrs. Ankita Singal	-	-	-	-	\$	-
Mr. Udit Jain	-	-	-	-	\$	-
Mrs. Aditi Modi	18.00	-	-	18.00	@	42000

- The term of appointment is for 3 years commencing from 01<sup>st</sup> January 2023, as approved by Shareholders in the 48<sup>th</sup> AGM held on 30.09.2022. Mr. Anil Modi is liable to retire by rotation.
- # The term of appointment is for 3 years commencing from 15<sup>th</sup> December 2022, as approved by Shareholders in the 48<sup>th</sup> AGM held on 30.09.2022. Mr. Akshay Modi is liable to retire by rotation.
- \$ The term of appointment is for 3 consecutive years commencing from 14<sup>th</sup> August 2022, as approved in the 48<sup>th</sup> AGM held on 30.09.2022. Mrs. Aditi Modi is liable to retire by rotation.
- Services of the Managing Director and Executive Directors may be terminated by either party, giving the other party three months' notice or the Company paying three months' salary in lieu thereof. There is no separate provision for payment of severance fees.
- The Company does not have any Stock Option Scheme and Pension Scheme.
- During the year, the Non-Executive directors of the Company had no pecuniary relationship or transactions with the Company.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board of Directors have constituted a 'Stakeholders Relationship Committee' in terms of Regulation 20 of SEBI Listing Regulations and Section 178(5) of the Companies Act, 2013. The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors' grievances. The Committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers, non-receipts of annual reports, non- receipt of dividend etc. and all other securities-holders related matters.

Six meetings of the stakeholders' relationship committee were held on 17.04.2024, 30.05.2024, 24.06.2024, 30.07.2024, 24.09.2025, 01.03.2025. The composition, name of the members, chairperson, particulars of the Meetings, and attendance of the members during the year are as follows:

The Board has constituted its new Stakeholders' Relationship Committee w.e.f. 01<sup>st</sup> April, 2024:

Name of Members	Category	No. of meetings attended during the year 2024-25
Mr. Ankit Garg, Chairperson	Independent / Non-Executive	6
Mrs. Ankita Singal	Independent / Non-Executive	6
Mr. Anil Modi	Non-Independent / Executive	6

### ■ Name, designation, and address of the Compliance Officer:

Mr. Rajan Kumar Singh  
Company Secretary  
Modi Naturals Limited  
D-54, 2<sup>nd</sup> Floor,  
Okhla Phase-I, New Delhi-110020  
**Tel:** 011 41889904, **Email:** cs.mnl@modinaturals.org

### ■ Details of investor complaints received and redressed during 2024-25:

Pending as on 1 April, 2024	NIL
Received during the year	NIL
Resolved during the year	NIL
Pending as on 31 March, 2025	NIL

The following persons can also be contacted in case of investor grievances:

- **Mr. Rajan Kumar Singh**  
Company Secretary  
**Tel:** 011-41889999  
**Email:** investors@modinaturals.org
- **Registrar and Transfer Agents**  
Skyline Financial Services Pvt. Ltd.  
Unit: Modi Naturals Limited  
D-153A, Okhla Industrial Area, Phase - I,  
New Delhi-110 020  
**Tel.:** 011-40450193 to 97, **E-mail:** admin@skylinerta.com

## GENERAL BODY MEETINGS

- Location, date, and time of Annual General Meetings (AGM) held during the last 3 years:



Year	Date	Venue	Time	Special Resolutions Passed
2024	30 <sup>th</sup> September 2024	Through video conference (VC)	2.30 P.M.	None
2023	30 <sup>th</sup> September 2023	Through video conference (VC)	2.30 P.M.	None
2022	30 <sup>th</sup> September 2022	Through video conference (VC)	2.30 P.M.	None

- b. All resolutions moved at the last Annual General Meeting were passed by the requisite majority of shareholders.
- c. During the year under review, No Extraordinary General Meeting of the shareholders was held.
- d. Special resolution passed during the year 2024-25, through postal ballot : 3
- e. During 2024-25, the company has passed special resolutions by way of postal ballot on 27<sup>th</sup> June, 2024 for the appointment of Independent Directors of the Company.

## MEANS OF COMMUNICATION

- Pursuant to Regulation 10 (1) of the SEBI (LODR) Regulations, BSE has mandated the Listing Centre as the “Electronic Platform” for filing all mandatory filings and any other information to be filed with the Stock Exchanges by Listed Entities. BSE also mandated XBRL submissions for Financial Results, Shareholding Pattern, Corporate Governance Report, Reconciliation of Share Capital Audit Report & Voting Results etc. All the data relating to financial results, various quarterly/half yearly/annual submissions/disclosure documents etc., have been filed Electronically/XBRL mode with the Exchange on the “Listing Centre” (<http://listing.bseindia.com>)
- The quarterly/ annual financial results of the Company are displayed on the Company’s website [www.modinaturals.com](http://www.modinaturals.com). Financial Express (English daily) and Jansatta / Hari Bhoomi (vernacular daily) are usually the newspapers in which the financial results are published.
- The Company’s website ([www.modinaturals.com](http://www.modinaturals.com)) contains a separate dedicated section for the Company’s ‘Investor Relations’ where shareholders’ information is available. The Annual Report, Shareholding Pattern and all Financial Reports are available in the ‘Investor Relations’ sections on the website of the Company. The Company also has an exclusive e-mail ID i.e. **[investors@modinaturals.org](mailto:investors@modinaturals.org)** for investors to contact the Company in case of seeking any information and redressal of their grievances.
- **MANAGEMENT DISCUSSION & ANALYSIS:** The Management Discussion and Analysis Report on the Operations of the Company, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this report.

## GENERAL SHAREHOLDERS INFORMATION

- a. **Annual General Meeting**
  - Date & Time, Tuesday, 30<sup>th</sup> September 2025, at 2:30 pm
  - Venue Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated 28th December 2022 and as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.
- b. **Financial Calendar**
  - May 28, 2025 – Q4 & FY 24-25
  - Aug 14, 2025 – Q1 Results
  - November 14, 2025 – Q2 Results
  - February 14, 2026 – Q3 Results
  - May 30, 2026 – Q4 Results
- c. **Dates of Book Closure** September 26, 2025 to September 30, 2025 (both days inclusive)
- d. **Particulars of Dividend** No Dividend has been declared for the Financial Year 2024-25

- e. **Listing on stock Exchanges** BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001.
- f. **Listing Fee** The listing fee has been paid to BSE for the FY 2025-26.
- g. **Stock Code / Symbol** BSE: 519003; MODINATUR  
**ISIN Number** INE537F01012
- h. **Company Identification Number (CIN)** L15142DL1974PLC007349

i. **Distribution of shareholding**

Shares held by	Number of holders	No of Shares	% of Total Paid-up capital
Up to 5,000	5831	9219760.00	7.28
5,001 to 10000	321	2568930.00	2.03
10001 to 20000	219	3708800.00	2.93
20001 to 30000	53	1327170.00	1.05
30001 to 40000	27	947270.00	0.75
40001 to 50000	20	933580.00	0.74
50001 to 100000	45	3324240.00	2.63
100000 and above	41	104534220.00	82.59
<b>Total</b>	<b>6557</b>	<b>126563970.00</b>	<b>100.00</b>

j. **Shareholding Pattern as on March 31, 2025**

Sl. No.	Category of Shareholders	No of Shares held	No of Shares in De-mat Form	% Shareholding
<b>A.</b>	<b>Promoters and Promoters Group Shareholding</b>			
<b>1.</b>	<b>Indian</b>			
a.	Individuals / HUF	8543407	8543407	67.50
b.	Bodies Corporate	646000	646000	5.10
<b>2.</b>	<b>Foreign</b>	0	0	0
	<b>Total - (A)</b>	<b>9193407</b>	<b>8543407</b>	<b>72.60</b>
<b>B.</b>	<b>Public Shareholding:</b>			
<b>1.</b>	<b>Institutions (Domestic):</b>			
a.	Mutual Funds	0	0	0.00
b.	Financial Institutions / Banks	200	0	0.00
c.	Alternate Investment Funds	0	0	0.00
d.	NBFC Registered with RBI	0	0	0.00
	<b>Sub-Total – B (1)</b>	<b>200</b>	<b>200</b>	<b>0.00</b>
<b>2.</b>	<b>Non-Institutions:</b>			
a.	Bodies Corporate	72448	55998	0.54
b.	Individuals	3665990	2842941	28.97
c.	Non-Resident Indians	199450	199450	1.58
d.	<b>Any Other specify:</b>			
i.	Resident Indian HUF	58620	58620	0.46
ii.	Trusts	800	800	0.01
iii.	Firms	53302	53302	0.42
	<b>Sub-Total – B (2)</b>	<b>4050610</b>	<b>3217801</b>	<b>30.66</b>
	<b>Total - (B) = B (1) + B (2)</b>	<b>4050810</b>	<b>3250491</b>	<b>30.91</b>
	<b>Grand Total (A + B)</b>	<b>13306397</b>	<b>11793898</b>	<b>100.00</b>

**k. Stock Market Data** (source: www.bseindia.com)

Month	BSE Limited		
	High (₹)	Low (₹)	Volume (No. of shares traded)
April – 24	229.65	196.65	152,457
May – 24	218.00	194.00	88,766
June – 24	265.90	190.00	1,97,896
July – 24	343.40	240.00	3,53,901
August – 24	394.00	286.20	3,61,012
September – 24	378.00	300.00	1,75,913
October – 24	435.00	371.45	84,746
November – 24	494.90	415.15	1,31,594
December – 24	667.00	486.95	2,85,939
January – 25	549.50	440.00	79,579
February – 25	469.85	378.10	1,08,642
March – 25	410.00	325.55	94,837

**l. Share Transfer System**

Transfer of securities held in physical mode has been discontinued w.e.f. April 01, 2019. However, SEBI vide its various circulars / notifications granted relaxation for re-lodgement cases till March 31, 2021. In compliance with the circular, Re-lodgement of transfer requests was carried out till the validity period of Circular. Further, effective from April 1, 2021, Company / RTA is not accepting any requests for the physical transfer of shares from the shareholders.

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. Physical shares received for dematerialization are processed and completed within the stipulated time, if the documents are complete in all respects.

The Company obtains from a qualified Company Secretaries in practice the following certificates:

- Pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on yearly basis, for due compliance of share transfer formalities by the Share Transfer Agent of the Company.
- Pursuant to SEBI (Depositories and Participants) Regulations, 2018, on quarterly basis, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued / paid-up capital of the Company.

**m. Registrar and Transfer Agents**

The Company has appointed M/s Skyline Financial Services Pvt. Ltd. as its Registrar and Transfer Agent for handling the share registry work relating to shares held both in physical and electronic form at a single point. The shareholders may address their communications and any grievances or queries pertaining to securities to the Registrar & Transfer Agent of the Company at the following address:

Skyline Financial Services Pvt. Ltd.  
D-153A, Okhla Industrial Area, Phase - I,  
New Delhi-110 020  
**Tel:** 011-40450193 - 97  
**E-mail:** admin@skylinerta.com

#### **n. SCORES (SEBI Complaints Redressal System)**

SEBI complaints redressal system i.e. SCORES is an online complaints redressal system for investors / shareholders. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder.

#### **o. Dematerialisation of shares and liquidity**

Shares of the Company can be held and traded in electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialised form. The connectivity has been established through the Company's Registrars, Skyline Financial Services Pvt. Ltd. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE537F01012. As at March 31, 2025, a total of 1,17,93,898 Equity Shares of the Company, constituting 88.63% of the paid-up share capital, stands dematerialised. To enable us to serve our investors better, we request shareholders whose shares are in the physical mode to dematerialize their shares and update their email address and bank accounts with the respective depository participants.

#### **p. KYC and Nomination Facility**

Members are requested to complete their KYC as mentioned in SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16 2023 as amended from time to time. Members may download KYC forms from the Company's website at [www.modinaturals.com](http://www.modinaturals.com).

Pursuant to the provisions of the Companies Act, 2013, members are entitled to make nominations in respect of shares held by them. Members holding shares in physical form and intending to make/change the nomination in respect of their shares in the Company may submit their requests in Form SH-13 to the Company's Registrar, Skyline Financial Services Private Limited. Members holding shares in electronic form may submit their nomination requests to their respective Depository Participants directly.

#### **q. Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund ("IEPF")**

There was no amount required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.

#### **r. Commodity price risk or foreign exchange risk and hedging activities**

We manage our exposure to commodity risks and foreign exchange risks through a mechanism including monitoring market dynamics on an ongoing basis, strategic buying decisions, forward cover for foreign currency from time to time etc.

#### **s. Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion date and likely impact on Equity**

During the year, the company issued and allotted fully paid-up 6,50,000 equity shares upon conversion of warrants to promoter entities on preferential basis as per SEBI (ICDR) Regulation, 2009 at a price of ₹207/- which includes a premium of ₹197/- per share. On exercise of full conversion option by the Warrant holders, the number of Equity Shares increases from 12656397 to 13306397. The Company did not have any other outstanding convertible instruments/ADRs/GDRs/warrants as on 31<sup>st</sup> March 2025.

#### **t. Plants Location**

- Bisalpur Road, Pilibhit-262001, U.P.
- Vill. Lakhori, Pilibhit-262001, U.P.
- Rai Ind. Area, Sonipat, Haryana-131029
- RR District, Hyderabad, Telangana-50132

## ▪ DISCLOSURES:

- The Company has not entered into any materially significant related party transactions that may have potential conflict with the interest of the Company at large. Details of transactions with related parties are provided in Note-36 to Standalone Financial Statements in accordance with the provision of Indian Accounting Standards. The Company has formulated a policy on Related Party Transactions and the same is available on the Company's website at <https://modinaturals.com/investor-relations/>
- The guidelines/accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in the preparation of the financial statements of the Company.
- There was no instance of non-compliance by the Company on any matters relating to the capital markets, nor was there any penalties, strictures, imposed by stock exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- A certificate from a company secretary in practice that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority, is annexed at '**Annexure E**' and forms part of this report .
- The Company adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints under the above Act. Internal Complaints Committee (ICC) had been constituted in compliance with the provisions of above Act, to redress complaints received regarding sexual harassment. No complaint is pending as on 31<sup>st</sup> March, 2025.
- The Company has established a Vigil Mechanism / Whistle Blower Policy to enable the Stakeholders of the Company to report their genuine concerns and grievances. The Policy provides for adequate safeguards against victimization of stakeholders who avail of the vigil mechanism and direct access to the Chairman of the Audit Committee of the Company, in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

The Company hereby affirms that no stakeholders including Director / employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower Policy has been disclosed on the website of the Company and the weblink: <https://modinaturals.com/investor-relations/>

- The Company has formulated a policy on determination of materiality of event /information as required under Regulation 30 (1) of Listing Regulations, 2015. The same is available on Company's website at <https://modinaturals.com/investor-relations/>.
- The Company has formulated a Policy on Material Subsidiary Company and has placed it on the website of the Company and the weblink: <https://modinaturals.com/investor-relations/>
- The Company has adopted the Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure Practices, as mandated by SEBI. The policies are available at Company's website at [www.modinaturals.com/investors.htm](http://www.modinaturals.com/investors.htm)
- The Board has accepted all the recommendation of the Committees of the Board, which is mandatorily required, in the relevant financial year.
- The Company has complied with all the applicable mandatory requirements of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has not adopted any non-mandatory requirements. A compliance certificate from the Practicing Company Secretary regarding compliance of conditions of corporate governance as required by Schedule V of the SEBI Listing Regulations, is annexed as part of this report.
- The Company has one unlisted material wholly owned subsidiary, namely Modi Biotech Private Limited. The Company was not required to nominate an Independent Director on the Board of its wholly owned subsidiary companies during the year under review as per criteria given under "Explanation to Regulation 24(1) of the SEBI Listing Regulations". The Audit Committee of the Company reviews the financial statements and investments made by unlisted material subsidiary and the minutes of the unlisted material subsidiary are placed periodically at the Board Meetings of the Company.
- Disclosure by 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 – Nil



- During the year under review, the Company has not allotted any shares.
- As required by Clause G of Schedule V of SEBI LODR Regulations, there is no information required to be disclosed.
- The Company has complied with all the requirements specified in Regulation 17 to 27 and disseminate the information under a separate section on the website, as required under clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company has devised a Legal Compliance reporting mechanism, wherein the Company Secretary shall obtain the Compliance status reports from the respective person who is responsible for compliance within the Company and submit periodically a comprehensive compliance report to the Executive Director(s) of the Company. The Board reviews quarterly report of compliance with respect to all laws and regulations applicable to the Company. Any non-compliance is seriously taken up by the Board, with fixation of accountability and reporting of steps taken for rectification of non-compliance.

for and on behalf of the Board

Sd/-

**Anil Modi**

Chairman & Managing Director

DIN: 00187078

05<sup>th</sup> September 2025, New Delhi

**ANNEXURE “E” TO DIRECTORS’ REPORT  
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Under Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
Modi Naturals Limited  
405, Deepali Building, 92,  
Nehru Place, New Delhi – 110 019

I, Deepak Bansal, Company Secretary in Practice, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Modi Naturals Limited having CIN-L15142DL1974PLC007349 having registered office at 405, Deepali Building, 92, Nehru Place, New Delhi-110019 India (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, as amended.

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 me by the Company & its officers, I 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.

Sl. No.	Full Name	DIN	Designation	Date of Appointment
1.	Mr. Anil Modi	00187078	Managing Director	05.04.1976
2.	Mr. Akshay Modi	03341142	Joint Managing Director	15.12.2010
3.	Mrs. Aditi Modi	01786037	Whole Time Director	31.03.2015
4.	Mr Ankita Garg	10567791	Independent Director	01.04.2024
5.	Mr Udit Jain	00166794	Independent Director	01.04.2024
6.	Ms Ankita Singhal	01633449	Independent Director	01.04.2024

Ensuring the eligibility of 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 my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Deepak Bansal & Associates**

Company Secretaries  
(UIN: S2007DE093100)  
PR-7057/2020

Sd/-

**(Deepak Bansal)**

Prop.

FCS 3736; CP 7433

UDIN: F003736G001162432

**Place:** Noida  
**Date:** September 5, 2025

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,  
The Members,  
Modi Naturals Limited  
(CIN: L15142DL1974PLC007349)

I, Deepak Bansal, Company Secretary in Practice, have examined the compliance of conditions of Corporate Governance by the Company, as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the year ended on 31<sup>st</sup> March 2025.

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

My responsibility is limited to examining the procedures and implementation thereof, adopted by the Company, for ensuring compliance with the conditions of Corporate Governance.

In my opinion and to the best of my information and according to the explanations given to us and based on the representations made by Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations during the year ended March 31, 2025.

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

**For Deepak Bansal & Associates**

Company Secretaries  
(UIN: S2007DE093100)  
PR-7057/2020

Sd/-

**(Deepak Bansal)**

Prop.  
FCS 3736; CP 7433  
UDIN: F003736G001162443

**Place:** Noida  
**Date:** September 5, 2025

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### CODE OF CONDUCT

The Company has laid down a code of conduct for all Board members and senior management personnel.

The code of conduct is available on the website of the Company under the web link [https:// modinaturals.com/investor-relations/](https://modinaturals.com/investor-relations/) The declaration of the Chief Executive Officer/ Managing Director is given below:

### DECLARATION

All the Board members and senior management personnel affirmed compliance with the code of conduct of the Company for the financial year ended 31<sup>st</sup> March 2025.

05<sup>th</sup> September 2025, New Delhi

**Anil Modi**  
Managing Director  
DIN: 00187078

**ANNEXURE "F" TO DIRECTORS' REPORT  
Form AOC – 1**

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**  
(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Part – "A" – Subsidiaries**  
Information in respect of each subsidiary

₹ Lakhs

Particulars	Modi Biotech Private Limited
Reporting Period	Apr-Mar
Reporting Currency	Indian Rupee (₹)
Exchange Rate for 1 reporting currency as on 31 <sup>st</sup> March 2023 (₹)	N.A.
Equity Share Capital	1750.00
Reserves and Surplus	3042.53
Total Assets	22237.15
Total Liabilities (other than equity)	22237.15
Investment	Nil
Turnover	32650.06
Profit /(Loss) before Tax	2740.40
Provision for Taxation	(402.43)
Profit /(Loss) After Tax	2343.36
Proposed Dividend	-
% of Shareholding	100%

**Notes:**

- Names of the subsidiaries which are yet to commence operations : Modi Biotech Private Limited
- Names of the subsidiaries which have been liquidated or sold during the year : Nil

**Part - "B" - Associates and Joint Ventures :** Not Applicable

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

DIN:00187078  
DIN:03341142  
PAN:ATEPK2474R  
M.No.:A42105

for and on behalf of the Board  
Sd/-  
Chairman & Managing Director  
Jt. Managing Director  
Chief Financial Officer  
Company Secretary

05<sup>th</sup> September 2025, New Delhi

## INDEPENDENT AUDITOR'S REPORT

To the Members of Modi Naturals Limited  
**Report on the Audit of the Standalone Financial Statements**

### Opinion

We have audited the accompanying standalone financial statements of **Modi Naturals Limited ("the Company")** which comprise the standalone Balance Sheet as at March 31, 2025, the standalone Statement of Profit and Loss (including other comprehensive income), standalone statement of Cash Flows and standalone statement of changes in equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies 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 ("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 affairs of the Company As at March 31, 2024, its profit (including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit 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 standalone 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 together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone 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 that there are no matter which is required to be described as key audit matter to be communicated in our report.

### Information other than the Standalone Financial Statements and Auditors' 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 Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to the 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 Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other 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) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting



records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 is also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of Standalone Financial Statement**

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

### **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 subsection (11) of section 143 of the Companies Act, 2013, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) 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 standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.
- 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) With respect of 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act, as amended. In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.
- (B) 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 litigation on its financial position in its standalone financial statements. Refer Note 31 to the standalone 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 were no amounts which were 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 (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The Company has not declared or paid any dividend during the year and has not proposed a final dividend for the year.
- (vi) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining their books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year in the respective softwares. Further, during the course of audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per statutory requirements for record retention as disclosed in the note (42C1) to the Standalone Financial Statements, as specified under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

Place: New Delhi  
Date: 28.05.2025

M No. 081810  
UDIN: 25081810BMIAES5777

## **Annexure A to the Independent Auditor's Report**

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report of even date to the members of Modi Naturals Limited)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- (i) (a) A. The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.  
B. The Company has maintained proper records showing full particulars of intangible assets.
- (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 a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (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 immovable properties are held in the name of the Company.
- (d) According to information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued any of its Property, Plant and Equipment during the year. Therefore, the provisions of Clause(i)(d) of paragraph 3 of the order are not applicable to the company.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) Inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of 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. In our opinion, the quarterly returns or statements filed by the Company with Yes Bank and HDFC Bank are generally in agreement with the books of accounts of the Company.
- (iii) According to the information and explanations given to us on the basis of our examination of the records of the company, the company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the years. The company has made investment in its wholly owned subsidiary companies during the year. According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made are, prima facie, not prejudicial to the interest of the company.
- (iv) According to the information and explanations given to us on the basis of our examination of the records of the company, the Company has not given any loans nor provided any guarantee or security as specified under section 185 and 186 of the Act. In respect of investments made by the Company, in our opinion, the company has complied with the Provision of Section 186 of the Act.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under subsection (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii)(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income Tax, Duty of Customs, Cess and other statutory dues have generally been regularly deposited by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of dues	Amount * (Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax	Income Tax	145.20	2011-12	Commissioner of Income Tax (Appeals), Circle 17(2), New Delhi
Provident Fund	Provident Fund	35.58	2009-10 and 2010-11	Employees Provident Fund Appellate Tribunal, Lucknow

\*Amount is net of payments made under dispute.

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) 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 not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary companies as defined under the Act.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (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 not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under subsection (12) of section 143 of the Companies Act has been filed in Form ADT4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) According to the information and explanations given to us, there were no whistle blower complaints received by the

company during the year and upto the date of the audit.

- (xi) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (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 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, 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) The Company has not entered into any non-cash transactions with directors or persons connected with him for the year under review. Therefore, the provisions of Clause (xv) of paragraph 3 of the order are not applicable to the Company.
- (xvi)(a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a), (b) and (c) of the Order are not applicable  
 (b) According to the information and explanations provided to us during the course of audit, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There was resignation of the statutory auditors during the year and there were no modified opinion/adverse comments included by the outgoing auditor in their last issued audit report.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under subsection (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

for **Doogar & Associates**

Chartered Accountants

FRNo. 00561N

Sd/-

**(Mukesh Goyal)**

Partner

M No. 081810

UDIN: 25081810BMIAES5777

Place: New Delhi

Date: 28.05.2025

## **Annexure 'B' to Independent Auditors' Report**

### **Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We have audited the internal financial control with reference to financial statement of Modi Naturals Limited ("the Company") as of March 31, 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 with reference to financial statement, 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 Act.

#### **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 prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and issued by the ICAI. 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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, 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 **Doogar & Associates**

Chartered Accountants

FRNo. 00561N

Sd/-

**(Mukesh Goyal)**

Partner

M No. 081810

UDIN: 25081810BMIAES5777

Place: New Delhi

Date: 28.05.2025

## Standalone Balance Sheet as at 31<sup>st</sup> March, 2025

₹ Lakhs

Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
<b>ASSET</b>			
(1) <b>Non - current assets</b>			
(a) Property, plant and equipment	3	1,732.74	1,827.51
(b) Capital work - in – progress	3A	10.30	-
(c) Other intangible assets	4	6.62	1.00
(d) Financial assets			
(i) Investments in Subsidiary & Associates	5	3,500.00	3500.00
(ii) Trade receivables	6	34.30	35.31
(iii) Loan to Subsidiary		920.00	-
(e) Other non - current assets	7	103.33	103.93
<b>Total Non Current Assets</b>		<b>6307.29</b>	<b>5,467.75</b>
(2) <b>Current assets</b>			
(a) Inventories	8	6182.70	7,281.19
(b) Financial assets			
(i) Trade receivables	6	1,895.17	1,762.81
(ii) Cash and cash equivalents	9	26.75	25.58
(iii) Bank Balances other than (ii) above	10	44.65	44.65
(iv) Loan to Subsidiary		955.59	1,522.30
(c) Other current assets	7	816.84	789.63
<b>Total Current Assets</b>		<b>9921.70</b>	<b>11,426.16</b>
<b>Total Assets</b>		<b>16,228.99</b>	<b>16,893.91</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	11	1,330.64	1,330.64
(b) Other equity	12	8722.24	7,971.96
(c) Money Received Against Convertible Warrants		-	-
<b>Total Equity</b>		<b>10,052.88</b>	<b>9,302.60</b>
<b>LIABILITIES</b>			
(1) <b>Non - current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	13	38.40	19.44
(ii) Trade payables	14	44.33	45.92
(iii) Other financial liabilities	14A	58.00	58.00
(b) Provisions	16	196.19	171.97
(c) Deferred tax liabilities (net)	17	164.25	174.81
<b>Total Non Current Liability</b>		<b>501.17</b>	<b>470.14</b>
(2) <b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	13	2970.98	4,507.03
(ii) Trade payables	14	628.89	1,077.92
(b) Other current liabilities	15	1,757.43	1,420.62
(c) Provisions	16	113.53	110.32
(d) Current Tax Liability (net)	18	204.11	5.28
<b>Total Current Liability</b>		<b>5,674.94</b>	<b>7,121.17</b>
<b>Total Equity and Liabilities</b>		<b>16,228.99</b>	<b>16,893.91</b>

See accompanying notes to Ind AS Financial Statements

1 - 44

As per our report of even date attached

for **Doogar & Associates**

Chartered Accountants

FRNo. 00561N

for and on behalf of the Board

Sd/-

Sd/-  
(Mukesh Goyal)

Partner

M No.: 081810

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

DIN:00187078  
DIN:03341142  
PAN:ATEPK2474R  
M.No.:A42105

Chairman & Managing Director  
Jt. Managing Director  
Chief Financial Officer  
Company Secretary

New Delhi, 28<sup>th</sup> May 2025

## Standalone Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2025

₹ Lakhs

Particulars	Note No.	For the year ended 31.03.2025	For the year ended 31.03.2024
I Revenue from operations			
-Sale of Products	19	33,532.00	35,637.23
-Other Operating income		268.97	139.38
<b>Revenue from operations</b>		<b>33,800.97</b>	<b>35,776.61</b>
II Other income	20	310.10	112.86
<b>III Total income (I + II)</b>		<b>34,111.07</b>	<b>35,889.47</b>
IV Expenses			
Cost of materials consumed	21	23,244.71	24,996.07
Purchases of stock - in - trade	22	675.50	642.60
Changes in inventories of finished goods, stock - in - trade and work - in - progress	23	78.62	900.80
Employee benefits expenses	24	2,508.60	2,347.95
Finance costs	25	459.67	428.67
Depreciation and amortization expenses	26	148.42	150.25
Other expenses	27	5,966.71	6,328.11
<b>IV Total expenses</b>		<b>33,082.23</b>	<b>35,794.45</b>
V Profit / (loss) before exceptional items and tax (I - IV)		1,028.84	95.02
VI Exceptional items	-	-	-
VII Profit / (loss) before tax (V - VI)		<b>1,028.84</b>	<b>95.02</b>
VIII Tax expense			
(1) Current tax	28	274.80	49.50
(2) Taxes for Earlier Years	28	0.00	0.00
(3) Deferred tax	28	(10.56)	(45.63)
IX Profit / (loss) for the period (VII - VIII)		<b>764.60</b>	<b>91.15</b>
X Other comprehensive income	29		
A Items that will not be reclassified to profit or loss			
(i) Re-measurement gains(losses) on defined benefit plans		14.32	14.02
B Items that will be reclassified to profit or loss		-	-
<b>XI Total comprehensive income for the period (IX + X)</b>		<b>750.28</b>	<b>105.17</b>
XII Earnings per equity share of Rs. 10 each			
(1) Basic (in Rs)	30	5.64	0.82
(2) Diluted (in Rs)	30	5.64	0.82

See accompanying notes to Ind AS Financial Statements

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As per our report of even date attached  
for **Doogar & Associates**  
Chartered Accountants  
FRNo. 00561N

for and on behalf of the Board

Sd/-  
**(Mukesh Goyal)**  
Partner  
M No.: 081810

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

Sd/-  
DIN:00187078  
DIN:03341142  
PAN:ATEPK2474R  
M.No.:A42105

**Chairman & Managing Director**  
**Jt. Managing Director**  
**Chief Financial Officer**  
**Company Secretary**

New Delhi, 28<sup>th</sup> May 2025

## Standalone Statement of Cash Flow for the year ended 31<sup>st</sup> March 2025

₹ Lakhs

	For the year ended 31.03.2025	For the year ended 31.03.2024
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax	1028.84	95.02
Adjustments to reconcile profit and loss to net cash provided by operating activities :		
Depreciation	148.42	150.25
Foreign exchange fluctuation	(38.46)	(19.97)
Deferred revenue expenses written off	0.00	41.73
Provision for Gratuity	13.11	23.83
Profit(-)/loss on sale of assets (net)	(2.94)	(0.27)
Interest expenses	415.50	535.63
Operating profit before working Capital changes	1,564.47	692.08
Net change in:		
Trade and other receivable	(157.96)	507.82
Inventories	1,098.49	1,169.66
Trade payables	(95.75)	844.78
Cash generated from operations	2,409.25	2,037.76
Interest paid	(395.09)	(381.39)
Direct taxes paid (Net of Refund)	(75.97)	(85.45)
Cash flow before extra-ordinary items	1,938.19	1,570.92
Extra ordinary items (net)	-	-
Net cash from operating activities (A)	1,938.19	1,570.92
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Payment for purchase of property, plant and equipment	(70.62)	(24.98)
Proceeds from Bank Deposits	-	137.00
Proceeds from disposal of property, plant and equipment	4.00	0.44
Loan to Subsidiary	(353.30)	(1,522.30)
Investment in Subsidiary	-	(800.00)
Net cash used in investing activities (B)	(419.92)	(2,209.84)
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from issue of share capital (incl Share Warrants)	0.00	1,009.13
Borrowings (net)	(1,517.10)	(413.48)
Net Cash generated/(used) from/in financing activities (C)	(1,517.10)	595.65
Net change in cash and cash equivalents (A+B+C)	1.17	(43.27)
Cash and cash equivalents at the beginning of the year	25.58	68.85
Cash and cash equivalents at the end of the year	26.75	25.58
Net increase/decrease(-) as disclosed above	1.17	(43.27)

As per our report of even date attached  
for **Doogar & Associates**  
Chartered Accountants  
FRNo. 00561N

Sd/-  
**(Mukesh Goyal)**  
Partner  
M No.: 081810

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

for and on behalf of the Board  
Sd/-

DIN:00187078  
DIN:03341142  
PAN:ATEPK2474R  
M.No.:A42105

**Chairman & Managing Director**  
**Jt. Managing Director**  
**Chief Financial Officer**  
**Company Secretary**

New Delhi, 28<sup>th</sup> May 2025

## Standalone Statement of Changes in Equity for the year ended 31<sup>st</sup> March 2025

### A. Equity Share Capital

₹ Lakhs

Current Reporting Period	
Balance as at 1st April, 2024	1330.64
Changes in Equity share capital during the year due to prior period errors	0.00
Restated balance as at 1st April, 2024	1330.64
Changes in Equity share capital during the year	0.00
<b>Balance as at 31 March, 2025</b>	<b>1330.64</b>
Previous Reporting Period	
Balance as at 1st April, 2023	1265.64
Changes in Equity share capital during the year due to prior period errors	-
Restated balance as at 1st April, 2023	1265.64
Changes in Equity share capital during the year	65.00
<b>Balance as at 31 March, 2024</b>	<b>1330.64</b>

### B. Other Equity

	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	
<b>Balance at 1 April, 2023</b>	<b>89.82</b>	<b>2,512.62</b>	<b>187.34</b>	3,796.51	<b>6,586.29</b>
Profit for the year	-	-	-	91.15	91.15
Other Comprehensive Income	-	-	-	-	1,280.50
Addition During the Year	-	1,280.50	-	14.02	14.02
Total Comprehensive Income for the year	-	-	-	105.17	105.17
<b>Balance at 31 March, 2024</b>	<b>89.82</b>	<b>3,793.12</b>	<b>187.34</b>	3,901.68	<b>7,971.96</b>
Profit for the year	-	-	-	764.60	764.60
Addition During the Year	-	-	-	-	-
Other Comprehensive Income	-	-	-	(14.32)	-14.32
Total Comprehensive Income for the year	-	-	-	750.28	750.28
<b>Balance at 31 March, 2025</b>	<b>89.82</b>	<b>3,793.12</b>	<b>187.34</b>	4,651.96	<b>8,722.24</b>

As per our report of even date attached  
for **Doogar & Associates**  
Chartered Accountants  
Registration No.:00561N

for and on behalf of the Board

Sd/-

Sd/-  
**(Mukesh Goyal)**  
Partner  
M No.: 081810

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

DIN:00187078  
DIN:03341142  
PAN:ATEPK2474R  
M.No.:A42105

*Chairman & Managing Director*  
*Jt. Managing Director*  
*Chief Financial Officer*  
*Company Secretary*

New Delhi, 28<sup>th</sup> May 2025

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 1. Corporate Information

Modi Naturals Limited is a Public Limited Company domiciled in India and Incorporated under the provisions of Companies Act, 1956. The shares of company are listed at Bombay Stock Exchange. The Company is in the business of manufacturing and marketing of oils and deoiled cakes.

### 2. Significant Accounting Policies

#### 2.1 Basic of Preparation of Financial Statement

##### i. Statement of Compliance

These Financial Statements have been prepared in accordance with Indian Accounting Standards (the 'Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015. (as amended from time to time) and the relevant provisions of the Companies Act, 2013 ('Act').

##### ii. Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All values are in Rupees except when otherwise indicated.

##### iii. Historical Cost Convention

The financial statements are prepared under historical cost convention on accrual basis except for certain assets and liabilities as stated in their respective policies, which have been measured at fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether the price is directly observable or estimated using another valuation technique.

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

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

##### iv. Use of estimates

The preparation of the financial statements 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 financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 2.23.

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.



Changes in estimates are rejected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**v. Current versus non-current classification**

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in Schedule III to the Act.. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months.

Deferred tax assets and deferred tax liabilities are classified as noncurrent assets and liabilities.

**vi. New or amended standards and interpretations**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS – 116 – Leases, relating to sale and leaseback transactions. The company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

**2.2 Inventory Valuation**

- (a) Finished Goods at lower of cost or net realizable value.
- (b) Goods in Process at cost (computed on FIFO basis)
- (c) Raw material at cost (computed on FIFO basis)
- (d) Stores and spares at cost (computed on FIFO basis)
- (e) Provision for obsolescence and other anticipated losses are made on the stocks, whenever identified / considered necessary.

**2.3 Property, Plant and Equipment**

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation and any accumulated impairment loss.. Cost includes its purchase price (net of CENVAT/ duty credits wherever applicable), after deducting trade discounts and rebates. It includes other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and the borrowing costs for qualifying assets and the initial estimate of restoration cost if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the costs of the item can be measured reliably. Repairs and maintenance costs are charged to the statement of profit and loss when incurred. An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively

**2.4 Intangible assets**

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

**2.5 Depreciation**

- (i) Tangible assets Depreciation on All Assets is charged at Straight Line Method basis in the manner as prescribed in Companies Act 2013 and rate as per prescribed useful life
- (ii) Intangible assets – Computer Softwares are amortized over a period of 5 year and Website Development over a period of 10 Years on a straight line basis.

## 2.6 Impairment of Assets

Assets are grouped at the lowest levels for which there are separately identifiable cash flows (i.e. cash generating units). For the purpose of assessing impairment at each Balance Sheet date, Assets within a Cash Generating Unit are reviewed for impairment wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount at which the assets under individual Cash Generating Unit are carried in the books exceeds its recoverable amount being the higher of the assets net selling price and its value in use. Value in use is based on the present value of the estimated future cash flows relating to the assets.

Previously recognized impairment losses, relating to assets other than goodwill, are reversed where the recoverable amount increases because of favorable changes in the estimates used to determine the recoverable amount since the last impairment was recognized. A reversal of an asset impairment loss is limited to its carrying amount that would have been determined (net of depreciation or amortization) had no impairment loss been recognized in prior years.

## 2.7 Recognition of Revenues

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

### Sale of goods

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

### Interest Income

Interest income from financial assets is recognised when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

### Insurance claims and other Miscellaneous Revenues

Insurance claims are accounted for on the basis of claims admitted and to the extent that there is no uncertainty in receiving the claims.

Other Miscellaneous Revenues are recognized when the amounts are actually received or the realisability is certain.

## 2.8 Foreign Currency Transactions

### (a) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

### (b) Conversion

Foreign currency monetary items are reported using the closing rate. Nonmonetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and nonmonetary items which are carried at fair value or other similar valuation denominated in foreign currency, are reported using the exchange rates that existed when the values were determined.

### (b) Exchange Differences

Exchange differences arising on the settlement of monetary items or on restatement of monetary Items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise except exchange differences on transactions relating to acquisition of fixed assets, which are taken up to the date of capitalization of the related fixed assets.

## **2.9 Employee Benefits Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 19 – Employee Benefits:**

### **(i) Provident Fund and ESI**

The Company makes contribution to statutory Provident Fund and Employee State Insurance in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employee State Insurance Act, 1948 which is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

### **(ii) Gratuity**

Gratuity is a post employment benefit and is in the nature of a defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit/obligation at the balance sheet date less the fair value of plan assets, together with adjustment for unrecognized actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method.

Gains and losses through remeasurements of the net defined benefit liability / (asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligations recognized in Other Comprehensive Income. The effect of any plan amendments is recognized in net profits in the Statement of Profit and Loss.

### **(iii) Leave Encashment**

Liability in respect of leave encashment is not applicable since the company pays leave encashment to employees every year.

### **(iv) Other Short Term Benefits**

Expense in respect of other short term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

## **2.10 Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## **2.11 Accounting for Taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

## **Deferred Tax**

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow deferred tax assets to be recovered.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

## **2.12 Earnings per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends related to a fully paid equity share during the reporting period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## **2.13 Cash flow statement**

Cash flows are reported using the indirect method, whereby profit before tax for the period is adjusted for the effects of transactions of a noncash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## **2.14 Cash and cash equivalent**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, cheques on hand and shortterm deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts that are repayable on demand, as they are considered an integral part of the Company's cash management.

## **2.15 Exceptional Items**

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such items is disclosed separately as Exceptional items.

## 2.16 Investments in associates/Subsidiaries

An associate/subsidiary is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

Investments in Associates/Subsidiaries are accounted at cost.

## 2.17 Non-Current Assets held for sale

The Company classifies noncurrent assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale/ distribution rather than through continuing use and the sale is considered highly probable. Management must be committed to the sale within one year from the date of classification.

Non-current assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell.

## 2.18 Leases

### Company as a lessee

The Company's lease asset classes primarily consist of leases for buildings. 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.

At the date of commencement of the lease, the Company recognizes a right of use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for 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.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised. The right to use 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.

Right of use 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. Right of use 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.

Lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease Liability and ROU asset are separately presented in the Balance Sheet and lease payments are classified as financing cash flows.

### Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right of use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

## 2.19 Financial instruments

### Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

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

#### a) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognised financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

#### i) Financial assets at amortized cost

A financial asset is subsequently measured at amortized 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.

#### ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

On initial recognition, the Company makes an irrevocable election on an instrument by instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value, excluding dividends, recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

#### iii) Financial assets at fair value through profit or loss (FVTPL)

Investment in equity instruments are classified As at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity investments which are not held for trading.

Other financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss

### De-recognition

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

### Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. 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 recognised is recognized as an impairment gain or loss in profit or loss.



## **b) Financial liabilities and equity instruments Classification as debt or equity**

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company entity are recognised at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

### **Financial liabilities**

#### **Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

#### **Subsequent measurement**

All financial liabilities are subsequently measured at amortized cost using the effective interest method. The measurement of financial liabilities depends on their classification, as described below:

#### **i) Loans and borrowings**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

#### **ii) Trade and other payables**

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### **De-recognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any noncash assets transferred or liabilities assumed, is recognised in the statement of profit or loss.

#### **c) Derivative financial instruments**

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are remeasured at fair value through profit or loss at the end of each reporting period and the resulting exchange gains or losses recognized in profit or loss immediately. Assets/liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

#### **d) Reclassification of financial assets and financial liabilities**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from

the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

**e) Offsetting of financial instruments**

Financial assets and financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on the net basis, to realise the assets and settle the liabilities simultaneously.

**2.20 Interim Financial Reporting**

Quarterly financial results are published in accordance with the requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**2.21 Deferred Revenue Expenditure**

Expenditure is accounted on accrual basis except in specific cases of expenditure incurred against which a definite benefit is expected to flow in to future periods. Such sums are treated as Deferred Revenue Expenditure and charged to Revenue Account over the expected duration of benefits.

**2.22 Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and are liable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pretax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent Liabilities are not recognized but are disclosed, while Contingent Assets are neither recognized nor disclosed, in the financial statements.

**2.23 Critical accounting estimates and judgments**

In the course of applying the policies outlined above, the Company is required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

**(i) Critical Judgments**

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognised in the standalone financial statements:

**Leases**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the noncancellable period of a lease, together with periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the noncancellable period of a lease

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

### **Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making assumption and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward estimate at the end of each reporting period.

### **Income taxes**

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The amount of tax payable in respect of any period is dependent upon the interpretation of the relevant tax rules. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

### **Defined benefit Plan**

The cost of the defined benefit plan and other postemployment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### **Insurance claims and other Miscellaneous Revenues**

Insurance claims and other miscellaneous revenues are recognized when the Company has reasonable certainty of recovery. Subsequently any change in recoverability is provided for.

### **Contingences and commitments**

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the standalone financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

## **(ii) Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

### **Allowances for doubtful debts**

The Company makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

### **Allowances for inventories**

Management reviews the inventory age listing on a periodic basis. This review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the standalone financial statements for any obsolete and slow moving items. Management is satisfied that adequate allowance for obsolete and slow moving inventories has been made in the standalone financial statements.

### **Liability for sales return**

In making judgment for liability for sales return, the management considered the detailed criteria for the recognition of revenue from the sale of goods set out in Ind AS 115 and in particular, whether the Company had transferred to the buyer the significant risk and rewards of ownership of the goods. Following the detailed quantification of the Company's liability towards sales return, the management is satisfied that significant risk and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate liability for sales return.

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

### **Employee benefit obligations**

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its longterm nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### **Provisions and contingencies**

From time to time, the Company is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgment is required when evaluating the provision including, the probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the standalone financial statements. Contingent assets are not disclosed in the standalone financial statements unless an inflow of economic benefits is probable.

#### **Deferred income tax assets and liabilities**

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

The amount of total deferred tax assets could change if management estimates of projected future taxable income or if tax regulations undergo a change.

#### **Impairment of Financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. In respect of trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised upon initial recognition of the receivables. For all other financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company reviews its carrying value of investment in subsidiaries and goodwill carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the standalone statement of profit and loss.

#### **Impairment of PPE, CWIP and intangible assets**

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. Value in use is usually determined on the basis of discounted estimated future cash flows. This involves management estimates on anticipated commodity prices, market demand and supply, economic and regulatory environment, discount rates and other factors. Any subsequent changes to cash flow due to changes in the abovementioned factors could impact the carrying value of assets.

#### **Impairment of Inventories**

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, taxes and duties. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

#### **Impairment of investments in associate/subsidiaries**

Determining whether the investment in associate/subsidiary is impaired requires an estimate in the value in use of investment. In considering the value in use, the management has anticipated future business orders, operating margins and other factors of the underlying businesses / operations of the investee company. Any subsequent changes to the cash flows due to changes in the abovementioned factors could impact the carrying value of investment.

As per our report of even date attached  
for **Doogar & Associates**  
Chartered Accountants  
FRNo.00561N

for and on behalf of the Board

Sd/-

Sd/-  
**(Mukesh Goyal)**  
Partner  
M No.: 081810

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

DIN:00187078  
DIN:03341142  
PAN:ATEPK2474R  
M.No.:A42105

*Chairman & Managing Director*  
*Jt. Managing Director*  
*Chief Financial Officer*  
*Company Secretary*

New Delhi, 28<sup>th</sup> May 2025

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

3. PROPERTY PLANT & EQUIPMENTS										₹ Lakhs
CURRENT YEAR		GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT		
ITEM	Cost as at 01.04.2024	Addition during the year	Sale/ Transfer	Cost as at 31.03.2025	As at 01.04.2024	For The Year	Adjustment	As at 31.03.2025	AS AT 31.03.2025	As at 31.03.2024
Land	92.85	-	-	92.85	-	-	-	-	92.85	92.85
Building	388.56	-	-	388.56	206.57	9.69	-	216.26	172.30	181.99
Plant & Machinery	3,369.22	-	-	3,369.22	1,966.99	102.58	-	2,069.57	1,299.65	1,402.23
Electrical Equipment	47.28	-	-	47.28	40.31	0.62	-	40.93	6.35	6.97
Furniture & Fixture	32.72	4.35	-	37.07	21.71	1.35	-	23.06	14.01	11.01
Laboratory Equipment	24.31	-	-	24.31	20.82	0.67	-	21.49	2.82	3.49
Office Equipment	32.69	2.26	-	34.95	25.50	2.73	-	28.23	6.72	7.19
Computers	70.23	6.48	-	76.71	62.58	3.89	-	66.47	10.24	7.65
Vehicles	263.40	41.48	21.20	283.68	149.27	26.75	20.14	155.88	127.80	114.13
<b>TOTAL</b>	<b>4,321.26</b>	<b>54.57</b>	<b>21.20</b>	<b>4,354.63</b>	<b>2,493.75</b>	<b>148.28</b>	<b>20.14</b>	<b>2,621.89</b>	<b>1,732.74</b>	<b>1,827.51</b>
PREVIOUS YEAR		GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT		
ITEM	Cost as at 01.04.2023	Addition during the year	Sale/ Dj During The Year	Cost as at 31.03.2024	As at 01.04.2023	For The Year	Adjustment For Sale During The Year	As at 31.03.2024	As At 31.03.2024	As at 31.03.2023
Land	92.85	-	-	92.85	-	-	-	-	92.85	92.85
Building	387.71	0.85	-	388.56	196.45	10.12	-	206.57	181.99	191.26
Plant & Machinery	3,363.07	6.15	-	3,369.22	1,863.10	103.89	-	1,966.99	1,402.23	1,499.97
Electrical Equipment	47.28	-	-	47.28	39.69	0.62	-	40.31	6.97	7.59
Furniture & Fixture	23.42	9.30	-	32.72	20.96	0.75	-	21.71	11.01	2.46
Laboratory Equipment	24.31	-	-	24.31	20.14	0.68	-	20.82	3.49	4.17
Office Equipment	31.68	1.01	-	32.69	22.46	3.04	-	25.50	7.19	9.22
Computers	66.55	3.68	-	70.23	58.54	4.04	-	62.58	7.65	8.01
Vehicles	262.12	4.00	2.72	263.40	124.89	26.93	2.55	149.27	114.13	137.23
<b>TOTAL</b>	<b>4,298.99</b>	<b>24.99</b>	<b>2.72</b>	<b>4,321.26</b>	<b>2,346.23</b>	<b>150.07</b>	<b>2.55</b>	<b>2,493.75</b>	<b>1,827.51</b>	<b>1,952.76</b>

3A. Capital Work In Progress		₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2024
Plant and machinery under erection	10.30	-
<b>Total</b>	<b>10.30</b>	<b>-</b>
Ageing	Amount	
	As at 31.03.2025	As at 31.03.2024
Less than 1 Year	10.30	-
1 - 2 years	-	-
2 - 3 years	-	-
More Than 3 Years	-	-
	<b>10.30</b>	<b>-</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

4. INTANGIBLE ASSETS											₹ Lakhs
CURRENT YEAR											
GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT			
Item	Cost as at 01.04.2024	Addition during the year	Sale/ Transfer	Cost as at 31.03.2025	As at 01.04.2024	For The Year	Adjustment	As at 31.03.2025	As at 31.03.2025	As at 31.03.2024	
Computer Softwares	12.17	5.76	-	17.93	11.35	0.14	-	11.49	6.44	0.82	
Intangible Assets	3.62	-	-	3.62	3.44	-	-	3.44	0.18	0.18	
<b>TOTAL</b>	<b>15.79</b>	<b>5.76</b>	<b>-</b>	<b>21.55</b>	<b>14.79</b>	<b>0.14</b>	<b>-</b>	<b>14.93</b>	<b>6.62</b>	<b>1.00</b>	
PREVIOUS YEAR											Rs in Lakhs
GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT			
Item	Cost as at 01.04.2023	Addition during the year	Sale/ Transfer	Cost As at 31.03.2024	As at 01.04.2023	For The Year	Adjustment	As at 31.03.2024	As at 31.03.2024	As at 31.03.2023	
Computer Softwares	12.17	-	-	12.17	11.17	0.18	-	11.35	0.82	1.00	
Intangible Assets	3.62	-	-	3.62	3.44	-	-	3.44	0.18	0.18	
<b>TOTAL</b>	<b>15.79</b>	<b>-</b>	<b>-</b>	<b>15.79</b>	<b>14.61</b>	<b>0.18</b>	<b>-</b>	<b>14.79</b>	<b>1.00</b>	<b>1.18</b>	

5. Non Current Investment			₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2024	
<b>Investment in Subsidiary</b>			
<b>Unquoted Investment (at amortised Cost)</b>	-	-	
<b>A. Investment in Equity instrument</b>			
Modi Biotech Private Limited	1,750.00	1,750.00	
1,75,00,000 (Previous Year 90,00,000) Equity Shares @ Rs 10/- Each - Fully Paid up			
<b>B. Investment in Zero Interest Unsecured Optionally Convertible Debentures (refer note below)</b>			
Modi Biotech Private Limited			
4,50,000 (Previous Year 4,50,000) Optionally Convertible Debentures (series A) @ Rs 100/- Each (note (i))	450.00	450.00	
5,00,000 (Previous Year 5,00,000) Optionally Convertible Debentures (series B) @ Rs 100/- Each (note (ii))	500.00	500.00	
8,00,000 (Previous Year 3,00,000) Optionally Convertible Debentures (series C) @ Rs 100/- Each (note (iii))	800.00	800.00	
<b>Aggregate amount of unquoted investment at amortised cost</b>	<b>3,500.00</b>	<b>3,500.00</b>	
Aggregate amount of quoted investments	-	-	
Aggregate market value of quoted investments	-	-	
Aggregate carrying value of unquoted investments	<b>3,500.00</b>	<b>3,500.00</b>	
Aggregate amount of impairment in value of investments	-	-	



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

D Interest in Other Entities				
Interest in Subsidiaries		Proportion of ownership Interest and voting rights held by the company		
	Place of Incorporation	Principal Activity	As at 31.03.2025	As at 31.03.2024
MODI BIOTECH PRIVATE LIMITED	India	Ethanol	100.00	100.00

### Notes:

(i) 4,50,000 (previous Year 5,00,000) Zero Interest Unsecured Optionally Convertible Debentures (Series A) of Rs.100/- each convertible into Equity Shares of Rs.10/- each fully paid up in one or more tranches or in full at the option of Debenture Holders (Modi Naturals Limited) anytime after one year from the date of allotment(s) but within 31st March, 2041 at the Net Asset Value per equity share as on the date of conversion to be determined on the basis of valuation report of a registered valuer, or redeemable at the option of the Board of Directors of the Modi Biotech Private Limited at par or premium as may be mutually decided by the Modi Biotech Private Limited and the debenture holders (Modi Naturals Limited) anytime after one year from the date of allotment(s) but within 31st March, 2041

(ii) 5,00,000 (previous Year 5,00,000) Zero Interest Unsecured Optionally Convertible Debentures (Series B) of Rs.100/- each convertible into Equity Shares of Rs.10/- each fully paid up in one or more tranches or in full at the option of Debenture Holders anytime after one year from the date of allotment(s) but within 31st March, 2041 at the Net Asset Value per equity share as on the date of conversion to be determined on the basis of valuation report of a registered valuer, or redeemable at the option of the Board of Directors of the company at par or premium as may be mutually decided by the company and the debenture holders anytime after one year from the date of allotment(s) but within 31st March, 2041.

(iii) 8,00,000 (previous Year 8,00,000) Zero Interest Unsecured Optionally Convertible Debentures (Series C) of Rs.100/- each convertible into Equity Shares of Rs.10/- each fully paid up in one or more tranches or in full at the option of Debenture Holders (Modi Naturals Limited) anytime after one year from the date of allotment(s) but within 31st March, 2041 at the Net Asset Value per equity share as on the date of conversion to be determined on the basis of valuation report of a registered valuer, or redeemable at the option of the Board of Directors of the Modi Biotech Private Limited at par or premium as may be mutually decided by the Modi Biotech Private Limited and the debenture holders (Modi Naturals Limited) anytime after one year from the date of allotment but within 31st March, 2041

6. Trade receivables				₹ Lakhs
Particulars	Non - current	Current	Non - current	Current
	As at 31.03.2025		As at 31.03.2024	
- Secured, considered good	-	-	-	-
- Unsecured, considered good	34.30	1,895.17	35.31	1,762.81
- Less Allowance for bad & doubtful debts	-	-	-	-
<b>Total</b>	<b>34.30</b>	<b>1,895.17</b>	<b>35.31</b>	<b>1,762.81</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Ageing for Trade Receivables - non-current outstanding as at March 31, 2025 is as follows:							₹ Lakhs
Particulars	Not Due	Outstanding for following periods from date of invoice 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	-	-	-	-	-	0.26	0.26
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	34.04	34.04
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
	-	-	-	-	-	34.30	34.30
Ageing for Trade Receivables - non-current outstanding as at March 31, 2024 is as follows:							₹ Lakhs
Particulars	Not Due	Outstanding for following periods from date of invoice 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	-	-	-	-	-	0.26	0.26
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	35.05	35.05
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
	-	-	-	-	-	35.31	35.31
Ageing for Trade Receivables - current outstanding as at March 31, 2025 is as follows:							₹ Lakhs
Particulars	Not Due	Outstanding for following periods from date of invoice 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	-	1,485.16	19.71	21.23	71.87	297.20	1,895.17
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
	-	1,485.16	19.71	21.23	71.87	297.20	1,895.17
Ageing for Trade Receivables - current outstanding as at March 31, 2024 is as follows:							₹ Lakhs
Particulars	Not Due	Outstanding for following periods from date of invoice 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	-	1,299.97	39.26	129.03	2.58	291.97	1,762.81
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
	-	1,299.97	39.26	129.03	2.58	291.97	1,762.81

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

7. Other Assets				₹ Lakhs
Particulars	Non – current As at 31.03.2025	Current As at 31.03.2025	Non - current As at 31.03.2024	Current As at 31.03.2024
a. Prepaid Expenses		16.45		18.34
b. Deferred Revenue Expenditures	-	-	-	-
c. Interest Receivables		17.24		9.07
d. Insurance Claim Receivable		58.40		57.94
e. Advances other than Capital Advances - Unsecured considered good				
- Security deposits	103.33		103.93	
- Advances to Vendors		45.76		55.76
- Others		8.35		7.93
f. GST Refund/Other Amount Recoverable		149.55		25.79
g. Employee related		0.98		23.89
h. Balances with statutory authorities	-	520.11	-	590.91
<b>Total other assets</b>	<b>103.33</b>	<b>816.84</b>	<b>103.93</b>	<b>789.63</b>

8. Inventories				₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2025	As at 31.03.2024	As at 31.03.2024
Raw Materials		1,469.23		2,308.71
Stores & Spares		475.23		653.49
Work - in – progress		-		-
Finished goods – Produced		4,035.37		4,130.76
Finished goods – Trading		202.74		185.97
Others - Promotional Material		0.13		2.26
<b>Total</b>		<b>6,182.70</b>		<b>7,281.19</b>

8.1. Additional information as per Schedule III			
Mode of valuation of inventories			
- Raw Materials	At Cost on FIFO basis	At Cost on FIFO basis	
- Finished Goods	At Lower of Average Cost or Net Realisable Value	At Lower of Average Cost or Net Realisable Value	
- Stores	At Cost on FIFO basis	At Cost on FIFO basis	
- Spares	At Cost on FIFO basis	At Cost on FIFO basis	

9. Cash & cash equivalents				₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2025	As at 31.03.2024	As at 31.03.2024
Cash on hand		16.49		19.06
Balances with banks				
-on Current Accounts		9.13		5.47
-Fixed deposit with less than six months maturity		1.13		1.05
Cheques, drafts on hand		-		-
<b>Total</b>		<b>26.75</b>		<b>25.58</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

10. Bank Balances other than Cash and Cash equivalents		₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2024
<b>Fixed Deposits with Banks against margin money</b>		
- Fixed Deposits with Banks against margin money	44.65	44.65
<b>Total</b>	<b>44.65</b>	<b>44.65</b>

11. Share capital		₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2024
<b>Authorised</b>		
2,00,00,000 (Previous Year : 2,00,00,000 ) equity shares of Rs 10 each	2,000.00	2,000.00
<b>Total</b>	<b>2,000.00</b>	<b>2,000.00</b>
<b>Issued Subscribed &amp; Fully Paid up</b>		
1,33,06,397 (Previous Year : 1,33,06,397) equity shares of Rs 10 each	1,330.64	1,330.64
	-	-
<b>Total</b>	<b>1,330.64</b>	<b>1,330.64</b>

11.1. Additional information as per Schedule III				
11.1. Reconciliation of the number of shares		As at 31.03.2025		As at 31.03.2024
	No of Shares	Amount (₹ Lacs)	No of Shares	Amount (₹ Lacs)
<b>Equity Share Capital</b>				
Number of shares at the beginning	1,33,06,397	1,330.64	1,26,56,397	1,265.64
Add : Shares issued during the year			6,50,000	65.00
<b>At the end of the year</b>	<b>1,33,06,397</b>	<b>1,330.64</b>	<b>1,33,06,397</b>	<b>1,330.64</b>

11.2 The company has only one class of equity shares, having a par value of Rs.10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. Each shareholder is eligible to one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

11.3 Shares In the company held by each shareholder holding more than 5% shares are as under:				
	As at 31.03.2025		As at 31.03.2024	
	No of Shares	% age	No of Shares	% age
Mr. Anil Modi	21,20,343	15.93	21,20,343	15.93
Ms. Nita Modi	39,45,630	29.65	39,45,630	29.65
Mr. Akshay Modi	20,54,001	15.44	20,54,001	15.44

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 11.4 Shares held by promoters are as under:

#### As at March 31, 2025

Promoter Name	As At 31.03.2025		As At 31.03.2024		% Change during the year
	No of Shares	% age	No of Shares	% age	
Mr. Anil Modi	21,20,343	15.93	21,20,343	15.93	-
Ms. Nita Modi	39,45,630	29.65	39,45,630	29.65	-
Mr. Akshay Modi	20,54,001	15.44	20,54,001	15.44	-
Anil Modi (HUF)	2,65,750	2.00	2,65,750	2.00	-
D D Modi (HUF)	61,183	0.46	61,183	0.46	-
Ms. Neha Agarwal	58,500	0.44	58,500	0.44	-
Ms. Aditi Modi	42,000	0.32	42,000	0.32	-
Das Tradelink LLP	6,46,000	4.85	6,46,000	4.85	-
<b>TOTAL</b>	<b>91,93,407</b>	<b>69.09</b>	<b>91,93,407</b>	<b>69.09</b>	<b>-</b>

#### As at March 31, 2024

Promoter Name	As At 31.03.2024		As At 31.03.2023		% Change during the year
	No of Shares	% age	No of Shares	% age	
Mr. Anil Modi	21,20,343	15.93	19,90,343	15.73	0.21
Ms. Nita Modi	39,45,630	29.65	39,45,630	31.17	(1.52)
Mr. Akshay Modi	20,54,001	15.44	16,14,001	12.75	2.69
Anil Modi (HUF)	2,65,750	2.00	2,65,750	2.10	(0.10)
D D Modi (HUF)	61,183	0.46	61,183	0.48	(0.02)
Ms. Neha Agarwal	58,500	0.44	20,500	0.16	0.28
Ms. Aditi Modi	42,000	0.32			
Das Tradelink LLP	6,46,000	4.85	6,46,000	5.10	(0.25)
<b>TOTAL</b>	<b>91,93,407</b>	<b>69.09</b>	<b>85,43,407</b>	<b>67.49</b>	<b>1.29</b>

11.5 Issued, subscribed and paid-up capital of the company includes:-

- 4238967 shares (Previous Year 4238967) allotted as Bonus Shares by way of Capitalisation of Profits
- 2640000 Shares (Previous Year 2640000) issued by way of conversion of Optionally Convertible Warrants into equity shares Rs.10/- each at a premium of Rs.20/- each.
- 1538463 Shares (Previous Year 1538463) issued by way of conversion of Optionally Convertible Warrants into equity shares Rs.10/- each at a premium of Rs.120/- each.
- (iv) 650000 Shares (Previous Year NIL) issued by way of conversion of Optionally Convertible Warrants into equity shares Rs.10/- each at a premium of Rs.197/- each.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

12. Other equity	₹ Lakhs	
Particulars	As at 31.03.2025	As at 31.03.2024
<b>Capital Reserve</b>		
Balance at the beginning and end of the year	89.82	89.82
<b>Securities Premium Reserve</b>		
Balance at the beginning and end of the year	3,793.12	2,512.62
Addition during the year	-	3,793.12
<b>General Reserve</b>		
Balance at the beginning and end of the year	187.34	187.34
<b>Retained Earnings</b>		
Balance at the beginning of the year	3901.68	3,796.51
Addition during the year	764.6	91.15

Add (less) Re-measurement of defined benefit plans through OCI	(14.32)	4,651.96	14.02	3,901.68
Balance of retained earnings consist of surplus retained from earned profit. Actuarial gains and losses for defined benefit plans are recognized through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.				
<b>Total</b>		<b>8,722.24</b>		<b>7,971.96</b>

13. Borrowings				₹ Lakhs
Particulars	Non - Current As at 31.03.2025	Current As at 31.03.2025	Non - Current As at 31.03.2024	Current As at 31.03.2024
<b>Term Loan from banks</b>				
- Secured				
From Bank	-	-	-	-
Vehicle Loans	55.89	-	29.34	-
	55.89	-	29.34	-
Less: Current maturity of long term debts	17.49		9.90	
	38.40	-	19.44	-
Current maturity of long term debts		17.49		9.90
<b>Working capital loan from banks repayable on</b>				
- Secured				
<b>Unsecured Loans repayable on demand</b>	-	2,953.49		4,497.13
- From Directors				
<b>Total</b>	<b>38.40</b>	<b>2,970.98</b>	<b>19.44</b>	<b>4,507.03</b>

13.1 Working Capital facility comprises cash credit from bank and is secured against hypothecation of raw materials, semi finished goods, finished goods, consumable stores, book debts of units at Bisalpur Road and Bareilly Road, Pilibhit and personal guarantees of Mr. Anil Modi and Mr Akshay Modi.

13.2 Vehicle Loans are secured against hypothecation of respective Vehicles

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

13.3 Term of repayment and interest of Term Loans are as follows:-						
Loan From	As at 31.03.2025			As at 31.03.2024		
	ROI*	No. of Instalments Left	Amount (₹ Lakhs)	ROI*	No. of Instalments Left	Amount (₹ Lakhs)
Term Loan from Banks - HDFC						
Vehicle Loan from HDFC Bank	6.80%	21	11.67	6.80%	33	17.75
Vehicle Loan from HDFC Bank	7.25%	22	7.77	7.25%	34	11.59
Vehicle Loan from HDFC Bank	8.95%	54	36.45			
			<b>55.89</b>			<b>29.34</b>

14. Trade payables				₹ Lakhs
Particulars	Non - current As at 31.03.2025	Current As at 31.03.2025	Non - current As at 31.03.2024	Current As at 31.03.2024
Due to parties registered under MSMED Act	-	-	-	-

Due to others	44.33	628.89	45.92	1,077.92
<b>Total</b>	<b>44.33</b>	<b>628.89</b>	<b>45.92</b>	<b>1,077.92</b>

**Based on the information so far obtained by the Company, payment to enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has been made within 45 days. Disclosure in accordance MSMED Act areas under:**

Particulars	31.03.2025	31.03.2024
A. Dues remaining unpaid as at 31st march	-	-
Principal	-	-
Interest due on above	-	-
B. Interest paid in terms of section 16 of the Act , along with the amount of payment made to the supplier beyond the appointed day during the accounting year	-	-
Principal paid beyond the appointed date	-	-
Interest paid in terms of section 16	-	-
C. Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
D. Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
E. Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprise	-	-

Ageing for Trade Payables - non-current outstanding as at March 31, 2025 is as follows:						₹ Lakhs
Particulars	Not Due	Outstanding for following periods from date of invoice of payment				Total
		Less than 1 Year	1 - 2 years	2 - 3 Years	More Than 3 Years	
MSME	-	-	-	-	-	-
Others	-	-	14.91	20.84	8.58	44.33
Disputed - MSME	-	-	-	-	-	-
Disputed - Others	-	-	-	-	-	-
	-	-	<b>14.91</b>	<b>20.84</b>	<b>8.58</b>	<b>44.33</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Ageing for Trade Payables - non-current outstanding as at March 31, 2024 is as follows:						₹ Lakhs
Particulars	Not Due	Outstanding for following periods from date of invoice of payment				Total
		Less than 1 Year	1 - 2 years	2 - 3 Years	More Than 3 Years	
MSME	-	-	-	-	-	-
Others	-	15.83	21.63	7.14	1.32	45.92
Disputed - MSME	-	-	-	-	-	-
Disputed - Others	-	-	-	-	-	-
	-	<b>15.83</b>	<b>21.63</b>	<b>7.14</b>	<b>1.32</b>	<b>45.92</b>
Ageing for Trade Payables - current outstanding as at March 31, 2025 is as follows:						₹ Lakhs
Particulars	Not Due	Outstanding for following periods from date of invoice of payment				Total
		Less than 1 Year	1 - 2 years	2 - 3 Years	More Than 3 Years	
MSME	-	-	-	-	-	-
Others	-	620.74	8.15	-	-	628.89
Disputed - MSME	-	-	-	-	-	-
Disputed - Others	-	-	-	-	-	-
	-	<b>620.74</b>	<b>8.15</b>	<b>-</b>	<b>-</b>	<b>628.89</b>



Ageing for Trade Payables - current outstanding as at March 31, 2024 is as follows:						₹ Lakhs
Particulars	Not Due	Outstanding for following periods from date of invoice of payment				Total
		Less than 1 Year	1 - 2 years	2 - 3 Years	More Than 3 Years	
MSME	-	-	-	-	-	-
Others	-	1,077.91	0.01	-	-	1,077.92
Disputed - MSME	-	-	-	-	-	-
Disputed - Others	-	-	-	-	-	-
	-	1,077.91	0.01	-	-	1,077.92

14 A. Other Financial liabilities				₹ Lakhs
	Non - current	Current	Non - current	Current
Particulars	As at 31.03.2025		As at 31.03.2024	
Security Deposits	58.00	-	58.00	-
<b>Total</b>	<b>58.00</b>	<b>-</b>	<b>58.00</b>	<b>-</b>

15. Other Current liabilities			₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2024	
Statutory Payables			
- Sales Tax/GST payables	5.73	7.60	
- PF & ESI payables	16.72	16.45	
- TDS/TCS payables	40.42	50.79	
Other Liabilities for expenses	1,637.84	1,276.04	
Interest Accrued but not due	0.08	0.14	
Advance Received from Customers	56.64	69.60	
<b>Total</b>	<b>1,757.43</b>	<b>1,420.62</b>	

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

16. Provisions				₹ Lakhs
	Non - current	Current	Non - current	Current
Particulars	As at 31.03.2025		As at 31.03.2024	
Provision for employee benefits				
- Gratuity	196.19	113.53	171.97	110.32
Others				
- Provision for Expenses	-	-	-	-
Total	196.19	113.53	171.97	110.32

17. Deferred tax assets / liabilities (net)			₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2024	
<b>Deferred tax liabilities</b>			
Difference between WDV as per books and income tax	240.06	246.28	
Impact of disallowances u/s 43(B)	4.79	4.79	
Impact of deferred revenue expenditure	-	-	
Sub Total	244.85	251.07	
<b>Deferred tax Assets</b>			
Impact of Disallowance u/s 40A(7)	80.60	76.26	
	80.60	76.26	

<b>Net deferred tax liabilities</b>	<b>164.25</b>	<b>174.81</b>
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<b>Movement in deferred tax items</b>	<b>₹ Lakhs</b>			
	<b>Opening Balance</b>	<b>Recognised in Profit &amp; Loss</b>	<b>Recognised in other comprehensive income</b>	<b>Closing balance</b>
<b>Deferred tax asset / (liability) in relation to</b>				
Difference between WDV as per books and income tax	(246.28)	6.22	-	(240.06)
Impact of disallowances u/s 43(B)	(4.79)	-	-	(4.79)
Impact of deferred revenue expenditure	-	-	-	-
Impact of Disallowance u/s 40A(7)	76.26	4.34	-	80.60
	<b>(174.81)</b>	<b>10.56</b>	<b>-</b>	<b>(164.25)</b>

<b>18. Current tax Liability (net)</b>	<b>₹ Lakhs</b>	
<b>Particulars</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
Provision for Income Tax	204.11	5.28
<b>Total</b>	<b>204.11</b>	<b>5.28</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

<b>19. Revenue from operations</b>	<b>₹ Lakhs</b>	
<b>Particulars</b>	<b>Year ended 31.03.2025</b>	<b>Year ended 31.03.2024</b>
<b>A. Sale of Goods</b>	33,532.00	35,637.23
<b>Total</b>	<b>33,532.00</b>	<b>35,637.23</b>
<b>B. Other Operating Income</b>		
Other Operating Income	268.97	139.38
	268.97	139.38
	<b>33,800.97</b>	<b>35,776.61</b>

<b>20. Other income</b>	<b>₹ Lakhs</b>	
<b>Particulars</b>	<b>Year ended 31.03.2025</b>	<b>Year ended 31.03.2024</b>
Interest income	235.81	56.69
Sundry Balance/Excess Provision written back	0.90	35.11
Foreign Exchange Fluctuation	38.46	19.97
Net Gain on sale of fixed assets	2.94	0.27
Misc. Income	31.99	0.82
<b>Total</b>	<b>310.10</b>	<b>112.86</b>

<b>21. Cost of materials consumed</b>	<b>₹ Lakhs</b>	
<b>Particulars</b>	<b>Year ended 31.03.2025</b>	<b>Year ended 31.03.2024</b>
Raw material	22,033.73	23,636.85
Packing Material	928.59	964.54
Chemicals	282.39	394.68
<b>Total</b>	<b>23,244.71</b>	<b>24,996.07</b>

22. Purchases of stock - in - trade		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Imported	-	-
Indigenous	675.50	642.60
<b>Total</b>	<b>675.50</b>	<b>642.60</b>

23. Changes in inventories of finished goods, stock - in - trade & work - in - progress		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
<b>Inventories at the end of the year</b>		
Finished Goods	4,035.37	4,130.76
Stock in trade	202.74	185.97
<b>Inventory at the beginning of the year</b>		
Finished Goods	4,130.76	5,114.64
Stock in trade	185.97	102.89
<b>Total</b>	<b>78.62</b>	<b>900.80</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

24. Employee benefits expenses		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Salary & Wages & Bonus	2,349.61	2,195.98
Contribution to provident & other funds	109.65	103.99
Recruitment Expenses	3.41	7.59
Workman and staff welfare	10.09	6.86
Gratuity	35.84	33.53
<b>Total</b>	<b>2,508.60</b>	<b>2,347.95</b>

25. Finance costs		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Interest Expense		
- On Short Term Borrowings	391.70	379.04
- On Long Term Borrowings	3.39	2.36
Interest impact on Gratuity	20.41	20.11
Other Financial Charges	44.17	27.16
<b>Total</b>	<b>459.67</b>	<b>428.67</b>

26. Depreciation and amortization expense		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Depreciation of tangible assets	148.28	150.07
Amortization of intangible assets	0.14	0.18
<b>Total</b>	<b>148.42</b>	<b>150.25</b>

27. Other expense		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024

Consumption of stores & spare parts	72.54	108.99
Job work costs	91.08	105.06
Power & fuel	908.34	1,284.00
Repairs & maintenance		
- Building	0.12	0.20
- Plant and Machinery	5.84	21.91
- Others	27.17	15.82
Insurance	45.57	43.57
Rent	184.13	163.40
Rates & Taxes	22.18	20.11
Payment to Auditors	4.50	4.50
Bank Charges	13.92	14.78
Freight & Forwarding	1,170.77	1,372.41
Commission	190.18	172.89
Other selling expenses	2,639.53	2,406.89
GST/Entry/Professional Tax Paid	23.70	33.87

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Deferred Revenue Expenditures Written off	-	41.73
Corporate Social Responsibility Expenses (Refer Note Below)	-	-
Other expenses	567.14	517.98
<b>Total</b>	<b>5,966.71</b>	<b>6,328.11</b>

<b>Note:</b>		
<b>Corporate Social Responsibility (CSR) Expenditure</b>		<b>₹ Lakhs</b>
	<b>Year ended 31.03.2025</b>	<b>Year ended 31.03.2024</b>
1 Amount required to be spent by the	-	-
2 Amount of expenditure incurred on:		
(i) Construction/acquisition of any asset	-	-
(ii) On education, health poverty alleviation, others	-	-
3 Shortfall at the end of the year	-	-
4 Total of previous years shortfall	-	-
5 Reason for shortfall	NA	NA
6 Nature of CSR activities	-	-
7 Related party transactions in relation to CSR expenditure as per relevant Accounting Standard :	-	-
8 Where a provision is made with respect to a liability incurred by entering into contractual obligation, the movement in the provisions during the year		

<b>28. Tax expense</b>		<b>₹ Lakhs</b>
<b>Particulars</b>	<b>Year ended 31.03.2025</b>	<b>Year ended 31.03.2024</b>
Current tax	274.80	49.50
Taxes for Earlier Years	-	-
Deferred tax	(10.56)	(45.63)
<b>Total</b>	<b>264.24</b>	<b>3.87</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Reconciliation of tax expenses and the accounting profit for the year is as follows:-			₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024	
Profit before tax	1,028.84	95.02	
Income tax calculated @25.168%(PY 25.168%)	258.94	23.92	
Mat credit entitlement			
Effect of expenses that are not deductible in determining taxable profit	0.37	0.21	
Effect of lower tax on long term capital gain			
Impact of change in Income tax rate	0.00	0.00	
Others	4.93	(20.26)	
	264.24	3.87	
Taxes for Earlier Years			
	<b>264.24</b>	<b>3.87</b>	

29. Components of other comprehensive income			₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024	
i) Items that will not be reclassified to profit or loss			
Re-measurement gains(losses) on defined benefit Plans	(14.32)	14.02	
ii) Items that will be reclassified to profit or loss	-	-	
<b>Total</b>	<b>-14.32</b>	<b>14.02</b>	

30. Earnings per share			₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024	
<b>Continuing operations</b>			
Net profit for as per Statement of Profit & Loss (calculation of basic EPS)	750.28	105.17	
<b>Net profit as above</b>	750.28	105.17	
Net profit for calculation of diluted EPS	750.28	105.17	
Weighted average number of equity shares in calculating basic EPS	1,33,06,397.00	1,26,56,397.00	
<b>Effect of dilution:</b>			
Convertible Warrants	-	6,50,000.00	
Weighted average number of equity shares in calculating diluted EPS	1,33,06,397.00	1,28,97,927.00	
Basic earnings per share (Amount in Rs)	5.64	0.82	
Diluted earnings per share (Amount in Rs)	5.64	0.82	

31. Contingent Liabilities			₹ Lakhs
S. No.	Particulars	As at 31.03.2024	As at 31.03.2023
i)	Provident Fund	22.06	54.63
ii)	Income Tax	181.50	181.50
iii)	Employee Dues	3.50	3.50
iv)	FSSAI	7.75	7.75
v)	Corporate Guarantee to SBI for Subsidiary Credit Facilities	15365.00	13782.00

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Based on legal advice, discussions with the solicitors, etc., the management believes that there is fair chance of decisions in the company's favour in respect of all the items listed at (i) to (v) above and hence no provision is considered necessary against the same. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the company's financial position and results of operations.

32. The Company incorporated a wholly owned subsidiary Modi Biotech Private Limited in the State of National Capital Territory of Delhi, on April 27, 2021. In line with the Ethanol Blended Petrol (EBP) program, the Company has diversified into ethanol manufacturing, with a state-of-the-art greenfield Ethanol Plant being established in the state of Chhattisgarh under its wholly owned subsidiary Modi Biotech Private Limited (MBPL). MBPL has received in-principle approval for a 210 KLD distillery for the manufacture of ethanol from the Central Government, along with signing an MOU with the Chhattisgarh Government for the same. The company has also received environment clearance (EC) for the project from the Ministry of Environment, Forest and Climate change (MoEF & CC). The Company has invested in its wholly owned subsidiary Rs. 35,00,00,000/- (Previous Year : Rs. 35,00,00,000/-) by way of 1,75,00,000 (Previous Year 1,75,00,000) fully paid-up equity shares having a face value of Rs.10/- each aggregating Rs. 17,50,00,000/- (Previous Year : Rs. 17,50,00,000/-) and 17,50,000 (Previous Year : 17,50,000) fully paid up optionally convertible debentures having face value of Rs. 100/- each aggregating Rs 17,50,00,000/- (Previous Year: Rs. 17,50,00,000/-).
33. There was a fire in the Vegetable Oil Refinery in December 2021, resulting in complete closure of the plant for 13 days and thereafter running on reduced capacity for about one month. The company had filed an insurance claim for the losses sustained and the claim is still under process. The Company has adjusted the loss incurred on stock against the insurance claim filed. The loss incurred on fixed asset has been adjusted to the extent of written down value of the asset. The actual profit/loss due to fire would be adjusted at the time of settlement of the claim.

#### 34. Employee Benefits

##### A Defined Benefit plans

Gratuity Recognised in financial statements as per Actuarial Valuations as on March 31, 2025

Assumptions	As at March 31, 2025	As at March 31, 2024
<b>Economic Assumptions</b>		
Discount rate	6.93%	7.23%
Salary escalation	4.00%	4.00%
<b>Demographic Assumptions</b>		
Retirement Age	58	58
Mortality rates inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3%	3%
From 31 to 44 years	2%	2%
Above 44 years	1%	1%

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		₹ Lakhs
<b>Movements in present value of the defined benefit obligation</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Present value of obligation As at the beginning of the period	282.29	272.49
Interest cost	20.41	20.11
Current service cost	35.84	33.52
Past Service Cost including curtailment Gains/Losses	-	-
Benefit paid	(43.14)	(29.81)
Actuarial (Gain)/Loss on obligation	14.32	(14.02)
Actuarial (Gain)/Loss on arising from Experience Adjustment	-	-
<b>Liability at the end of the year</b>	<b>309.72</b>	<b>282.29</b>

<b>Movements in the fair value of plan assets</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Fair Value of plan assets at the beginning of the period / year	-	-
Contribution from the employer	-	-
Actual return on plan assets	-	-
Benefits paid	-	-
Actuarial gain/loss for the year on asset	-	-
<b>Fair value of the plan assets at the end of the period / year</b>	<b>-</b>	<b>-</b>

<b>Amount recognized in the Balance Sheet</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Present Value of the obligation at end	309.72	282.29
Fair value of plan assets at the end of the period / year	-	-
<b>Unfunded Liabilities recognized in the Balance Sheet</b>	<b>309.72</b>	<b>282.29</b>

Expenses recognized in the Statement of Profit and Loss	As at March 31, 2025	As at March 31, 2024
Current service cost	35.84	33.52
Past Service Cost	-	-
Net Interest cost	20.41	20.11
Net actuarial (gain)/loss recognized in the period	14.32	(14.02)
<b>Expense recognized in the Statement of Profit and Loss</b>	<b>70.57</b>	<b>39.61</b>

Other Comprehensive Income	As at March 31, 2025	As at March 31, 2024
Net cumulative unrecognized actuarial gain/(loss) opening	-	-
Actuarial gain / (loss) for the year on PBO	(14.32)	14.02
Actuarial gain /(loss) for the year on Asset	-	-
<b>Unrecognized actuarial gain/(loss) at the end of the year</b>	<b>-</b>	<b>-</b>

**Description of plan assets:**

Major categories of plan assets	As at March 31, 2025	As at March 31, 2024
Insurer managed fund	-	-

Change in Net benefit Obligations	As at March 31, 2025	As at March 31, 2024
Net defined benefit liability at the start of the period	282.29	272.49
Acquisition adjustment	-	-
Total Service Cost	35.84	33.52
Net Interest cost (Income)	20.41	20.11
Actuarial (gain)/loss on obligation	14.32	(14.02)
Contribution paid to the Fund	-	-
Benefit paid directly by the enterprise	(43.14)	(29.81)
<b>Net defined benefit liability at the end of the period</b>	<b>309.72</b>	<b>282.29</b>

Bifurcation of PBO at the end of year in current and Non-Current.	As at March 31, 2025	As at March 31, 2024
Current liability (Amount due within one year)	113.53	110.32
Non-Current liability (Amount due over one year)	196.19	171.97
<b>Total PBO at the end of year</b>	<b>309.72</b>	<b>282.29</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Sensitivity Analysis of the defined benefit obligation	₹ Lakhs As at March 31, 2025
a) Impact of the change in discount rate	
Impact due to increase of 0.50 %	(9.61)
Impact due to decrease of 0.50 %	10.40
b) Impact of the change in salary increase	
Impact due to increase of 0.50 %	10.16
Impact due to decrease of 0.50 %	(9.46)

Sensitivities due to mortality and withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion, and other relevant factors. The above information is certified by the actuary and relied upon by the auditors.

The employer's best estimate of contribution expected to be paid during the next year is Rs. 60.47 lakhs.

### B. Defined Benefit plans – Leave Encashment

Liability in respect of leave encashment is not applicable since the company pays leave encashment to employees every year.

### C. Defined Contribution plans – Provident Fund and ESI



The Company has recognized Rs. 109.65 lakhs (As on 31 March,2023: Rs. 103.99 lakhs) in statement of profit and loss as Company's contribution to provident fund and ESI.

### 35. RELATED PARTY DISCLOSURE

1. Names of the related parties with whom transactions have taken place during the year:

- (A) **Key Management Personnel**  
Mr. Anil Modi, Managing Director  
Mr. Akshay Modi, Joint Managing Director
- (B) **Relatives of Key Management Personnel.**  
Mrs. Nita Modi  
Mrs. Aditi Gupta  
Mrs. Neha Agarwal
- (C) **Subsidiary.**  
Modi Biotech Private Limited
- (D) **Enterprises over which key Management personnel, or his relative, has significant influence.** NA

Note: Related parties are as identified by the company and relied upon by the Auditors.

### NOTES FORMING PART OF THE FINANCIAL STATEMENTS

2. Transactions carried out with related parties referred in 1 above in ordinary course of business:

Nature of Transaction	THIS YEAR (₹ Lakhs)			PREVIOUS YEAR (₹ Lakhs)		
	Referred in 1(A) above	Referred in 1(B) above	Referred in 1(C) above	Referred in 1(A) above	Referred in 1(B) above	Referred in 1(C) above
<b>Expenses:</b>						
Remuneration	132.00	33.20	-	120.00	30.00	-
Perquisites						
Company's Contribution to Provident Fund	7.92	-		7.20	-	
Loan to Subsidiary			170.00			1482.00
Interest Paid	-	-	-	13.25	-	-
Interest Received			203.67			44.77
Other Income from Subsidiary			159.75			-
<b>Investments</b>			-			800.00
<b>Loan Taken</b>	-			38.00		
<b>Loan Repaid</b>				310.22		
<b>Outstanding Payables:</b>						
Investments	-		(3500.00)			(3500.00)
Loan (Inc Interest)			(1875.59)	-		(1522.30)
Other (Receivables)/Payables	23.70	3.00	(112.50)	48.51	4.43	

### 36. Financial Instruments Fair Value and Risk Management

#### A. Financial instruments by Categories

The carrying value and fair value of financial instruments is as follows

As at 31 March, 2025

Particulars	Measured at amortized cost	Measured at fair value through Other Comprehensive Income	₹ Lakhs	
			Total carrying value	Total fair value
Cash and cash equivalents	26.75		26.75	26.75

Bank balances	44.65	44.65	44.65
Trade Receivables non current	34.30	34.30	34.30
Trade Receivables – current	1895.17	1895.17	1895.17
Loans and Advances non current	920.00	920.00	920.00
Loans and Advances current	955.59	955.59	955.59
Investments In Subsidiary	3500.00	3500.00	3500.00
<b>Total</b>	<b>7376.46</b>	<b>7376.46</b>	<b>7376.46</b>
<b>Financial liabilities</b>			
Borrowings current	2970.98	2970.98	2970.98
Borrowings non current	38.40	38.40	38.40
Trade Payable – current	628.89	628.89	628.89
Trade Payable – non current	44.33	44.33	44.33
Other financial Liabilities	58.00	58.00	58.00
<b>Total</b>	<b>3740.60</b>	<b>3740.60</b>	<b>3740.60</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

As at 31 March, 2024

₹ Lakhs

Particulars	Measured at amortized cost	Measured at fair value through Other Comprehensive Income	Total carrying value	Total fair value
Cash and cash equivalents	25.58		25.58	25.58
Bank balances	44.65		44.65	44.65
Trade Receivables non current	35.31		35.31	35.31
Trade Receivables – current	1762.81		1762.81	1762.81
Loans and Advances non current	-		-	-
Loans and Advances current	1522.30		1522.30	1522.30
Investments In Subsidiary	3500.00		3500.00	3500.00
<b>Total</b>	<b>6890.65</b>		<b>6890.65</b>	<b>6890.65</b>
<b>Financial liabilities</b>				
Borrowings current	4507.03		4507.03	4507.03
Borrowings non current	19.44		19.44	19.44
Trade Payable – current	1077.92		1077.92	1077.92
Trade Payable – non current	45.92		45.92	45.92
Other financial Liabilities	58.00		58.00	58.00
<b>Total</b>	<b>5708.31</b>		<b>5708.32</b>	<b>5708.31</b>

### Valuation techniques used to determine fair value

Fair value of cash and cash equivalents, loans and advances, receivables, payables, and other current financial assets and liabilities measured at amortized cost is approximate to their carrying amounts largely due to the shortterm maturities of these instruments. The fair value of other noncurrent financial assets (Loans and advances) carried at amortized cost is approximately equal to fair value. Hence carrying value and fair value is taken same.

### B. Financial risk management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of directors is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyze the risk faced by the Company, to set appropriate risks limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in the market condition and Company's Activities.

The Company's Board of Directors oversee how management monitors compliances with the company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to risks faced by the Company.

### Financial risk factors

The Company's activities expose it to a variety of financial risks which includes market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Company's focus is to ensure liquidity which is sufficient to meet the Company's operational requirements. The Company monitors and manages key financial risks so as to minimize potential adverse effects on its financial performance. The Company has a risk management policy which covers the risks associated with the financial assets and liabilities. The details for managing each of these risks are summarized ahead.

(i) **Market Risk:**

Market risk is the risk that the expected cash flows or fair value of a financial instrument could change owing to changes in market prices. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates, interest rates and commodity prices. The objective of the market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the returns.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(ii) **Credit risk management**

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. The Company's exposure to credit risk primary arises from trade receivables, which are typically unsecured. A part from this, the Company is exposed to credit risk from its financing activities including deposit with banks and security deposits.

The credit risk on bank balances is limited because the counter parties are banks with good credit ratings. Financial assets are written off when there is no reasonable expectation of recovery. Where the loans and receivables were written off and subsequently recoveries are made, these are recognised as an income in the financial statements.

### Trade Receivables

Credit risk is managed through credit approvals, establishing credit limits, continuous monitoring of creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company also assesses the financial reliability of customers taking into account the financial condition, current economic trends and historical bad debts and ageing of accounts receivables.

### Cash & Cash Equivalents

With respect to credit risk arising from financial assets which comprise of cash and cash equivalents, the Company's risk exposure arises from the default of the counter party, with a maximum exposure equal to the carrying amount of these financial assets at the reporting date. Since the counter party involved is a bank, Company considers the risks of nonperformance by the counter party as nonmaterial.

### Exposure to Credit Risk

#### Financial assets to which loss allowances measured using life time months expected credit loss

Ageing analysis of Trade Receivables is as under:

₹ Lakhs		
Particulars	As at 31.03.2025	As at 31.03.2024
More than six months	444.31	498.15
Up to Six Months	1485.16	1299.97
<b>TOTAL</b>	<b>1929.47</b>	<b>1798.12</b>
Expected credit loss allowance	Nil	Nil

Financial assets to which loss allowances measured using 12 months expected credit loss.

For financial assets (other than trade receivables), expected credit losses are measured at an amount equal to the 12month ECI, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECI. The Company does not have any expected credit loss on financial assets which are measured on 12 month ECI and also has not observed any significant increase in credit risk since initial recognition of the financial assets.

iii) **Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

### Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

As at 31.03.2025			₹ Lakhs
Particulars	Less than 1 year	1 to 5 years	Total
Non-Current borrowings	-	38.40	38.40
Current borrowings	2970.98	-	2970.98
Trade payables	673.22	-	673.22
Other financial liabilities	-	58.00	58.00

### NOTES FORMING PART OF THE FINANCIAL STATEMENTS

As at 31.03.2024			₹ Lakhs
Particulars	Less than 1 year	1 to 5 years	Total
Non-Current borrowings	-	19.44	19.44
Current borrowings	4507.03	-	4507.03
Trade payables	1123.84	-	1123.84
Other financial liabilities	-	58.00	58.00

#### 37. Capital Management

The company manages its capital to ensure that it will be able to continue as going concern while maximizing the return to stakeholders through the optimization of the debt and equity balance. The capital structure of the company consists of net debt and total equity.

The company determines the amount of capital required on the basis of annual as well as long term operating plans and other strategic investment plans. The funding requirements are met through longterm /shortterm borrowings. The company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio.

₹ Lakhs			
Particulars	Note	As at 31 March, 2025	As at 31 March, 2024
Borrowings Non-Current	13	38.40	19.44
Borrowings-Current	13	2970.98	4507.03
Less Cash and bank balances	9 and 10	(71.40)	(70.23)
<b>Net debt</b>		<b>2937.98</b>	<b>4456.24</b>
<b>Total equity</b>	11 and 12	<b>10052.88</b>	<b>9302.60</b>
<b>Capital and Net debt</b>		<b>12990.86</b>	<b>13758.84</b>
<b>Gearing Ratio (%)</b>		<b>22.62%</b>	<b>32.39%</b>

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to call loans and borrowings or charge some penal interest. There have been no breaches in the financial covenants of any interest bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the current years and previous year.

#### 38. Operating Segment

In accordance with the Indian Accounting Standard -Ind AS 108 'Operating Segment, the Company has organised the business into two segments viz. Branded Business and Bulk Business. The Branded business includes consumer oil and food business. The Bulk business includes bulk oil business. Summarised segment information for the years ended March 31, 2025 and 2024, is as follows:

Rs in Lakhs			
Sr. No.	Particulars	Year Ended 31.03.2025	Year Ended 31.03.2024
1	<b>SEGMENT REVENUE (Revenue from Operations)</b>		
	- BRANDED	17,941.10	16,914.78

	- BULK	15,859.87	18,861.83
	<b>REVENUE FROM OPERATIONS</b>	<b>33,800.97</b>	<b>35,776.61</b>
2	<b>SEGMENT RESULTS (EBITDA)</b>		
	- BRANDED	1,505.86	1,798.62
	- BULK	170.20	(927.01)
	<b>TOTAL SEGMENT PROFIT BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION</b>	<b>1676.06</b>	<b>871.61</b>
3	<b>SEGMENT RESULTS (EBIT)</b>		
	- BRANDED	1,482.84	1,733.68
	- BULK	44.81	(1054.05)
	<b>TOTAL SEGMENT PROFIT BEFORE INTEREST AND TAX</b>	<b>1,527.65</b>	<b>679.63</b>
	Less : Finance cost	459.67	428.67
	Less : Other Un-allocable Expenditure net of Un-allocable Income	39.14	155.94
	<b>PROFIT BEFORE TAX</b>	<b>1,028.84</b>	<b>95.02</b>
4	<b>SEGMENT ASSETS</b>		
	- BRANDED	5,720.88	5,491.33
	- BULK	5,132.52	6,380.28
	- UNALLOCABLE	5,375.59	5,022.30
	<b>TOTAL ASSETS</b>	<b>16,228.99</b>	<b>16,893.91</b>
5	<b>SEGMENT LIABILITIES</b>		
	- BRANDED	2,034.56	1,685.51
	- BULK	454.09	916.94
	- UNALLOCABLE	3,687.47	4,988.86
	<b>TOTAL LIABILITIES</b>	<b>6,176.12</b>	<b>7,591.31</b>

**39. Amount paid/payable to Auditors**  
(included under Other Expenses)

	₹ Lakhs	
	<b>This Year</b>	<b>Previous Year</b>
As Audit Fee	3.25	3.25
For Tax Audit	1.00	1.00
For Taxation Work	0.25	0.25
<b>TOTAL</b>	<b>4.50</b>	<b>4.50</b>

**40. Additional information:**

**40.1 Sales of Products comprises of:**

	₹ Lakhs	
	<b>2024-25</b>	<b>2023-24</b>
<b>Manufactured Goods</b>		
Oils	25448.55	25496.03
Deoiled Rice Bran	6558.66	8680.00
Fatty	196.76	177.96
Others	607.64	692.96
<b>Total – Sale of Manufactured Goods</b>	<b>32811.61</b>	<b>35046.95</b>
<b>Trading Goods:</b>		
Oils	-	13.21
Others	720.39	577.07
<b>Total – Sale of Traded Goods</b>	<b>720.39</b>	<b>590.28</b>
<b>Total Sales</b>	<b>33532.00</b>	<b>35637.23</b>

**40.2 Closing Stock of Finished Goods**

	₹ Lakhs	
	<b>2024-25</b>	<b>2023-24</b>
<b>Manufactured Goods</b>		
Oils	3685.90	3248.03

Deoiled Rice Bran	151.26	661.83
Others	118.69	108.63
Fatty	79.52	112.27
<b>Total</b>	<b>4035.37</b>	<b>4130.76</b>
<b>Trading Goods:</b>		
Oils	-	-
Other	202.74	185.97
<b>Total</b>	<b>202.74</b>	<b>185.97</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 40.3 Material Consumed

₹ Lakhs

Particulars	2024-25	2023-24
<b>A. Raw Material</b>		
Rice Bran	12342.68	12457.24
Oils	9428.48	10902.88
Others	262.57	276.73
<b>Total</b>	<b>22033.73</b>	<b>23636.85</b>
<b>B. Chemical</b>		
Hexane	119.61	118.60
Activated Earth	89.96	136.41
Others	72.82	139.67
<b>Total</b>	<b>282.39</b>	<b>394.68</b>

### 40.4 Purchase of Stock in Trade

₹ Lakhs

Particulars	2024-25	2023-24
Oils	1.07	7.36
Others	674.43	635.24
<b>Total</b>	<b>675.50</b>	<b>642.60</b>

<b>40.5</b> Value of import on CIF/F.O.B basis of –		₹ Lakhs
(1) raw material	1874.18	1558.04
(2) Capital Goods	-	-
<b>40.6</b> Expenditure in Foreign Currency		
Travelling Expenses	13.34	5.06
Other Expenses	-	-
<b>40.7</b> Earning in foreign currency		
Value of Export of F.O.B. basis	47.53	76.18

### 40.8 Value of imported and indigenous raw materials, stores, components and spare parts consumed:

₹ Lakhs

		For the year ended 31.03.2025		For the year ended 31.03.2024	
		Amount	%	Amount	%
(i)	<b>Raw Material</b>				
a.	Imported	2663.83	12.09	1612.27	6.82
b.	Indigenous	19369.90	87.91	22024.58	93.18
	<b>Total</b>	<b>22033.73</b>	<b>100.00</b>	<b>23636.85</b>	<b>100.00</b>
(ii)	<b>Packing Material</b>				
a.	Imported	15.87	1.71	14.87	1.54
b.	Indigenous	912.72	98.29	949.67	98.46
	<b>Total</b>	<b>928.59</b>	<b>100.00</b>	<b>964.54</b>	<b>100.00</b>
(iii)	<b>Chemicals</b>				
a.	Imported	-	-	-	-
b.	Indigenous	282.39	100.00	394.68	100.00
	<b>Grand Total (i)+(ii)+(iii)</b>	<b>23244.71</b>		<b>24996.06</b>	

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

41. The following are analytical ratios:

Particulars	Numerator	Denominator	31st March, 2025	31st March, 2024	Variance %	Refer Note
(a) Current Ratio (in times)	Current Assets	Current Liabilities	1.75	1.60	9.37	
(b) DebtEquity Ratio (in times)	Total Debt	Shareholder's Equity	0.30	0.49	(38.78)	(i)
(c) Debt Service Coverage Ratio (in times)	Earnings available for debt service (*)	Debt Service (**)	78.36	54.95	42.60	(ii)
(d) Return on Equity Ratio, (%)	Net Profits after Taxes	Shareholder's Equity	7.46	1.13	560.18	(iii)
(e) Inventory turnover ratio (in times)	Revenue from Operations	Average Inventories	5.02	4.55	10.33	
(f) Trade Receivables turnover ratio (in times)	Revenue from Operations	Average Trade Receivables	18.14	18.95	(4.27)	
(g) Trade payables turnover ratio (in times)	Total Purchases	Average Trade Payables	23.28	17.53	32.80	(iv)
(h) Net capital turnover ratio (in times)	Revenue from Operations	Working Capital	7.96	8.31	(4.21)	
(i) Net profit ratio, (%)	Net Profit before Taxes	Revenue from Operations	3.07	0.27	1037.04	(v)
(j) Return on Capital employed, (%)	Earnings before interest and taxes	Capital Employed (#)	13.69	5.08	169.49	(vi)
(k) Return on investment	Income generated from long term investments	Average longterm investments	NA	NA	NA	
(*) Earnings available for debt service	Profit after Tax before depreciation and interest on long term borrowings					
(**) Debts Service	Repayment of longterm borrowings and Gross Interest on long term borrowings					
(#) Capital Employed	Total book value of all assets less current liabilities					

### Explanation for variance exceeding 25%:

- (i) Debt Equity Ratio has decreased due to decrease in debts and increase in shareholder's equity.
- (ii) Debt Service Coverage ratio has increased due to increase in earnings available for debt service.
- (iii) Return on Equity Ratio has increased due to increase in profits.
- (iv) Trade payables turnover ratio has increased due to decrease in average trade payables.
- (v) Net Profit ratio has increased due to increase in profits.
- (vi) Return on capital employed has increased due to increase in Earnings Before Interest and Taxes (EBIT).

## 42. Additional Regulatory Information as required by Schedule III of Companies Act, 2013

- (a) There are no proceedings which have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988.
- (b) Title deeds of immovable properties are held in the name of the company.
- (c) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (c1) The Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.
- (d) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (e) The company has used the borrowings from banks and financial institutions for the purpose for which it was taken at the balance sheet date.
- (f) There are no transactions not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (g) There are no Loans or Advances in the nature of Loans granted to promoters, directors, KMPs and the related parties, either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.
- (h) The company has borrowings from bank on the basis of security of current assets, and quarterly returns or statements of



current assets filed by the Company with banks or financial institutions are generally in agreement with the books of accounts.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) 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
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (j) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (k) The Company does not have any transactions with companies struck off.
- (l) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (m) The Company has complied with the number of layers for its holdings in downstream companies prescribed under clause 87 of section 1 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

### 44. Approval of financial statements

The financial statements for the year ended 31st March 2025 were approved by the Board of Directors and authorize for issue on 28th May 2025.

As per our report of even date attached  
for **Doogar & Associates**  
Chartered Accountants  
FRNo. 00561N

Sd/-  
**(Mukesh Goyal)**  
Partner  
M No.: 081810

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

for and on behalf of the Board  
Sd/-  
*DIN:00187078*  
*DIN:03341142*  
*PAN:ATEPK2474R*  
*M.No.:A42015*

*Chairman & Managing Director*  
*Jt. Managing Director*  
*Chief Financial Officer*  
*Company Secretary*

New Delhi, 28<sup>th</sup> May 2025

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Modi Naturals Limited Report on the Audit of Consolidated Financial Statements

#### Opinion

We have audited the consolidated financial statements of Modi Naturals Limited (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group") which comprise the consolidated balance sheet as at 31<sup>st</sup> March, 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31<sup>st</sup> March, 2024, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its joint venture in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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 that there are no matter which is required to be described as key audit matter to be communicated in our report.

#### Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the holding Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, 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 and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of

adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company, and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain

solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We communicate with those charged with governance of the Holding Company 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 consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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.

### **Other Matters**

We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs.12,376.71 Lakhs as at 31st March, 2025, total revenue of Rs Nil Lakhs, total net loss after tax of Rs.10.19 Lakhs other comprehensive income of Rs Nil Lakhs and net cash flows (before consolidation adjustments) amounting to Rs.269.88 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of sub section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture is based solely on the audit reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

### **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 Section 143 (11) of the Act, we report that there are no adverse remarks by the respective auditor in the Companies (Auditor's Report) Order (CARO) report of the subsidiary.
2. (A) As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate/consolidated financial statements of such subsidiaries and joint venture as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2024 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies is disqualified as on 31<sup>st</sup> March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - g) With respect to the matter to be included in the Auditor's report under section 197(16) of the Act (as amended):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of subsidiary company, which was not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary company to its directors is in accordance with the provisions of Section 197 of the Act.

- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries and joint venture, as noted in the 'Other Matters' paragraph:
- a) The consolidated financial statements disclose the impact of pending litigations as at 31<sup>st</sup> March, 2025 on the consolidated financial position of the Group. Refer Note 31 to the consolidated financial statements.
  - b) The Group did not have any material foreseeable losses on long term contracts including derivative contracts during the year ended 31<sup>st</sup> March, 2025.
  - c) There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company or its subsidiary company and during the year ended 31<sup>st</sup> March, 2025.
  - d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary company, to or in any other persons or entities, 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 ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
  - (ii) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (iii) 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 subclause (i) and (ii) of Rule 11(e) as provided in (d) (i) and (d) (ii) above contain any material misstatement.
  - e) Neither the Holding Company nor its subsidiary company have declared or paid any dividend during the year.
  - f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2025, and accordingly, during the course of audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per statutory requirements for record retention as disclosed in the note 43 (C1) to the Consolidated Financial Statements, as specified under rule 11(g) of the companies (Audit & Auditors) Rule, 2014.
  - (C) With respect to the matter to be included in the Auditor's report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of subsidiary company which was not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary company to its directors is in accordance with the provisions of Section 197 of the Act.

for **Doogar & Associates**  
Chartered Accountants  
FRNo. 00561N  
Sd/-  
**(Mukesh Goyal)**  
Partner  
M No. 081810  
UDIN:25081810MIAET6161

Place: New Delhi  
Date: 28.05.2025

**Annexure A to the Independent Auditor's Report on Consolidated Financial Statements – 31 March 2025**  
(Referred to in our report of even date)

In our opinion and according to the information and explanations given to us, following company incorporated in India and included in the consolidated financial statements, has certain remarks included in their reports under the Companies (Auditor's Report) Order, 2020 (CARO), which have been reproduced below:

Sr No.	Name of the entities	CIN	Holding Company/ Subsidiary	Clause number of the CARO report *
1.	Modi Naturals Limited	L15142DL1974PLC007349	Holding Company	Clause (ii) (b)

\*These clauses pertain to difference observed in books and quarterly statements submitted to the bank by the Company. The details of the differences are set out in note 43(h) to the consolidated financial statements.

**For DOOGAR & ASSOCIATES**

Chartered Accountants

FRNo. 000561N

**Mukesh Goyal**

Partner

M.No.081810

UDIN: 25081810MIAET6161

Place: New Delhi

Date: 28-05-2025

**Annexure A to the Independent Auditors' report on the consolidated financial statements of Modi Naturals Limited for the year ended 31 March 2025**

**Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013**

(Referred to in paragraph (2(A)(f)) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31<sup>st</sup> March, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Modi Naturals Limited (hereinafter referred to as "the Holding Company") and its subsidiary company (together referred to as "the Group") as of that date.

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

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. 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 the respective 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 (hereinafter referred to as "the Act").

**Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary company in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

**Meaning of Internal Financial controls with Reference to Consolidated Financial Statements**

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 controls 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



## **Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements**

Because of the inherent limitations of internal financial control 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 control 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 and according to the information and explanations given to us, the company and its subsidiary, which is a company incorporated in India, have, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the respective companies 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.

### **Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial control over financial reporting in so far as it relates to one subsidiary company, is based on the corresponding reports of the auditors of such company incorporated in India.

Place: New Delhi  
Date: 28.05.2025

for **Doogar & Associates**  
Chartered Accountants  
FRNo. 00561N  
Sd/-  
**(Mukesh Goyal)**  
Partner  
M No. 081810  
UDIN: 25081810MIAET6161

**Annexure B to the Independent Auditors' report on the consolidated financial statements of Modi Naturals Limited for the year ended 31 March 2025**

**Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013**

(Referred to in paragraph (2(A)(f)) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to consolidated financial statements of Modi Naturals Limited (hereinafter referred to as "the Holding Company") and its subsidiary company (together referred to as "the Group") as of that date.

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

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. 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 the respective 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 (hereinafter referred to as "the Act").

**Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary company in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

**Meaning of Internal Financial controls with Reference to Consolidated Financial Statements**

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 controls 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements**

Because of the inherent limitations of internal financial control 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 control 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 and according to the information and explanations given to us, the company and its subsidiary, which is a company incorporated in India, have, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the respective companies 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.

### **Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial control over financial reporting in so far as it relates to one subsidiary company, is based on the corresponding reports of the auditors of such company incorporated in India.

### **For DOOGAR & ASSOCIATES**

Chartered Accountants  
FRNo. 000561N

### **Mukesh Goyal**

Partner  
M.No.081810  
UDIN: 25081810MIAET6161

Place: New Delhi  
Date: 28-05-2025

## Consolidated Balance Sheet *as at 31<sup>st</sup> March, 2025*

₹ Lakhs

Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
<b>ASSETS</b>			
(1) <b>Non – current assets</b>			
(a) Property, plant and equipment	3	14,476.11	14,887.41
(b) Capital work – in – progress	4	1,607.80	2.77
(c) Other intangible assets	5	7.19	1.82
(d) Financial assets			
(i) Trade receivables	6	34.30	35.31
(e) Other non – current assets	7	960.10	108.94
<b>Total Non Current Assets</b>		<b>17,085.50</b>	<b>15,036.25</b>
(2) <b>Current assets</b>			
(a) Inventories	8	8,372.23	9,606.34
(b) Financial assets			
(i) Trade receivables	6	4,771.31	2,733.76
(ii) Cash and cash equivalents	9	27.77	34.98
(iii) Bank Balances other than (ii) above	10	269.94	118.77
(iv) Others		7.08	2.22
(c) Other current assets	7	2,444.22	3,086.23
<b>Total Current Assets</b>		<b>15,892.55</b>	<b>15,582.30</b>
<b>Total assets</b>		<b>32,978.05</b>	<b>30,618.55</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	11	1,330.64	1,330.64
(b) Other equity	12	10,824.77	7,731.13
(c) Money Received Against Convertible Warrants		-	-
<b>Total Equity</b>		<b>12,155.41</b>	<b>9,061.77</b>
<b>LIABILITIES</b>			
(1) <b>Non – current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	13	7,077.83	8,569.52
(ii) Trade payables	14	44.33	45.92
(iii) Other financial liabilities	14 A	58.00	58.00
(b) Provisions	16	218.98	184.07
(c) Deferred tax liabilities (net)	17	428.72	135.53
<b>Total Non Current Liability</b>		<b>7,827.86</b>	<b>8,993.04</b>
(2) <b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	13	7,800.26	8,383.81
(ii) Trade payables	14	2,828.77	2,540.52
(iii) Other financial liabilities	14A	98.69	88.16
(b) Other current liabilities	15	1,888.07	1,435.64
(c) Provisions	16	113.55	110.33
(d) Current Tax Liability (net)	18	265.44	5.28
<b>Total Current Liability</b>		<b>12,994.78</b>	<b>12,563.74</b>
<b>Total Equity and Liabilities</b>		<b>32,978.05</b>	<b>30,618.55</b>

See accompanying notes to Ind AS Financial Statements

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As per our report of even date attached  
for **Doogar & Associates**  
Chartered Accountants  
FRNo. 00561N

Sd/-  
**(Mukesh Goyal)**  
Partner  
M No.: 081810

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

Sd/-  
DIN:00187078  
DIN:03341142  
PAN:ATEPK2474R  
M.No.:A42105

for and on behalf of the Board

Chairman & Managing Director  
Jt. Managing Director  
Chief Financial Officer  
Company Secretary

New Delhi, 28<sup>th</sup> May 2025

## Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2025

₹ Lakhs

Particulars	Note No.	For the year ended 31.03.2025	For the year ended 31.03.2024
<b>I Revenue from operations</b>			
-Sale of Products	19	63,807.09	39,540.27
-Other Operating income		2,484.19	441.97
Revenue from operations		66,291.28	39,982.24
<b>II Other income</b>	20	120.74	70.59
<b>III Total income (I + II)</b>		<b>66,412.02</b>	<b>40,052.83</b>
<b>IV Expenses</b>			
Cost of materials consumed	21	50,387.80	29,625.74
Purchases of stock - in - trade	22	675.50	642.60
Changes in inventories of finished goods, stock - in - trade and work - in - progress	23	55.35	(268.34)
Employee benefits expenses	24	3,118.67	2,613.12
Finance costs	25	1,170.29	729.04
Depreciation and amortization expenses	26	781.74	421.36
Other expenses	27	6,453.43	6,462.28
<b>IV Total expenses</b>		<b>62,642.78</b>	<b>40,225.80</b>
<b>V Profit / (loss) before exceptional items and tax (I - IV)</b>		<b>3,769.24</b>	<b>(172.97)</b>
<b>VI Exceptional items</b>		-	-
<b>VII Profit / (loss) before tax (V - VI)</b>		<b>3,769.24</b>	<b>(172.97)</b>
<b>VIII Tax expense</b>			
(1) Current tax	28	374.60	49.48
(2) Taxes for Earlier Years	28		-
(3) Deferred tax	28	292.07	(84.61)
<b>IX Profit / (loss) for the period (VII - VIII)</b>		<b>3,102.57</b>	<b>(137.84)</b>
<b>X Other comprehensive income</b>	29		
A Items that will not be reclassified to profit or loss			
(i) Re-measurement gains(losses) on defined benefit plans		(8.93)	16.02
B Items that will be reclassified to profit or loss	-	-	-
<b>XI Total comprehensive income for the period (IX + X)</b>		<b>3,093.64</b>	<b>(121.82)</b>
<b>XII Earnings per equity share of Rs. 10 each</b>			
(1) Basic (in Rs)	30	23.25	(0.92)
(2) Diluted (in Rs)	30	23.25	(0.92)

See accompanying notes to Ind AS Financial Statements

1 - 44

As per our report of even date attached  
for **Doogar & Associates**  
Chartered Accountants  
FRNo. 00561N

Sd/-  
**(Mukesh Goyal)**  
Partner  
M No.: 081810

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

for and on behalf of the Board

Sd/-  
DIN:00187078  
DIN:03341142  
PAN:ATEPK2474R  
M.No.:A42105

**Chairman & Managing Director**  
**Jt. Managing Director**  
**Chief Financial Officer**  
**Company Secretary**

New Delhi, 28<sup>th</sup> May 2025

## Consolidated Statement of Changes in Equity for the year ended 31<sup>st</sup> March 2025

<b>A. Equity Share Capital</b>	<b>₹ Lakhs</b>
<b>Current Reporting Period</b>	
Balance as at 1st April, 2024	1330.64
Changes in Equity share capital during the year due to prior period errors	0.00
Restated balance as at 1st April, 2024	1330.64
Changes in Equity share capital during the year	0.00
<b>Balance as at 31 March, 2025</b>	<b>1330.64</b>
<b>Previous Reporting Period</b>	
Balance as at 1st April, 2023	1265.64
Changes in Equity share capital during the year due to prior period errors	-
Restated balance as at 1st April, 2023	1265.64
Changes in Equity share capital during the year	65.00
<b>Balance as at 31 March, 2024</b>	<b>1330.64</b>

<b>B. Other Equity</b>	<b>Reserves and Surplus</b>				<b>₹ Lakhs</b>
	<b>Capital Reserve</b>	<b>Securities Premium Reserve</b>	<b>General Reserve</b>	<b>Retained Earnings</b>	<b>Total</b>
<b>Balance at 1 April, 2023</b>	89.82	3,793.12	187.34	3,782.67	7,852.95
Profit for the year	-	-	-	(137.84)	(137.84)
Other Comprehensive Income	-	-	-	16.02	16.02
Total Comprehensive Income for the year	-	-	-	(121.82)	(121.82)
<b>Balance at 31 March, 2024</b>	<b>89.82</b>	<b>3,793.12</b>	<b>187.34</b>	<b>3,660.85</b>	<b>7,731.13</b>
Profit for the year	-	-	-	3102.57	3102.57
Addition during the year	-	-	-	-	-
Other Comprehensive Income	-	-	-	(8.93)	(8.93)
Total Comprehensive Income for the year	-	-	-	3093.64	3093.64
<b>Balance at 31 March, 2025</b>	<b>89.82</b>	<b>3,793.12</b>	<b>187.34</b>	<b>6,754.49</b>	<b>10,824.77</b>

As per our report of even date attached  
for **Doogar & Associates**  
Chartered Accountants  
FRNo. 00561N

Sd/-  
**(Mukesh Goyal)**  
Partner  
M No.: 081810

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

for and on behalf of the Board  
Sd/-  
DIN:00187078  
DIN:03341142  
PAN:ATEPK2474R  
M.No.:A42105

**Chairman & Managing Director**  
**Jt. Managing Director**  
**Chief Financial Officer**  
**Company Secretary**

New Delhi, 28<sup>th</sup> May 2025

## Consolidated Statement of Cash Flow for the year ended 31<sup>st</sup> March 2025

₹ Lakhs

	For the year ended 31.03.2025	For the year ended 31.03.2024
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax	3,769.24	(172.97)
Adjustments to reconcile profit and loss to net cash provided by operating activities :		
Depreciation	781.74	421.36
Foreign exchange fluctuation	(38.46)	(19.97)
Deferred revenue expenses written off		41.73
Provision for Gratuity	13.11	23.83
Profit(-)/loss on sale of assets (net)	(2.94)	(0.28)
Interest expenses	1,329.79	2,083.24
Operating profit before working Capital changes	5,852.48	1,040.34
Net change in:		
Trade and other receivable	(1,797.58)	(622.59)
Inventories	1,234.11	(1,155.49)
Trade payables	1,075.56	512.09
Cash generated from operations	6,364.57	130.69
Interest paid	(1,309.38)	(726.53)
Direct taxes paid (Net of Refund)	(175.77)	(85.43)
Cash flow before extra ordinary items	4,879.42	(681.27)
Extra ordinary items (net)	-	-
Net cash from operating activities (A)	4,879.42	(681.27)
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Payment for purchase of property, plant and	(1,981.90)	(3,467.56)
Proceeds from Bank Deposits	-	137.00
Proceeds from disposal of property, plant and	4	0.44
Capital Advances	(833.48)	107.10
Net cash used in investing activities (B)	(2,811.38)	(3,223.02)
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from issue of share capital (incl Share		1,009.13
Borrowings (net)	(2075.25)	2,702.92
Net Cash generated/(used) from/in financing	(2075.25)	3712.05
Net change in cash and cash equivalents	(7.21)	(192.24)
Cash and cash equivalents at the beginning of	34.98	227.22
Cash and cash equivalents at the end of the year	27.77	34.98
Net increase/decrease(-) as disclosed above	(7.21)	(192.24)

As per our report of even date attached  
for **Doogar & Associates**  
Chartered Accountants  
FRNo. 00561N

Sd/-  
**(Mukesh Goyal)**  
Partner  
M No.: 081810

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

for and on behalf of the Board

Sd/-  
DIN:00187078  
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M.No.:A42105

Chairman & Managing Director  
Jt. Managing Director  
Chief Financial Officer  
Company Secretary

New Delhi, 28<sup>th</sup> May 2025



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 1. Group Information

Modi Naturals Limited ("the holding company") is a Public Limited Company domiciled in India and Incorporated under the provisions of Companies Act, 1956. The shares of company are listed at Bombay Stock Exchange. The company has a wholly owned subsidiary "Modi Biotech Private Limited" having registered office at D185/1B & 1C, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020, India.

The Holding Company is in the business of manufacturing and marketing of oils, deoiled cakes. The subsidiary is engaged in the manufacture of all type of Organic and inorganic chemicals and synthetic chemical derived from fermented high starch juice of any nature and Special types of ethanol and products, including specifically, gases, effluent gases, power, steam and bio fertilizers and also to produce biofuels such as ethanol for selling to petroleum marketing companies to enable them to blend in petrol and diesel.

The Consolidated Financial Statements comprise financial statements of Modi Natural Limited ("the Holding Company") and its subsidiary together referred to as "the Company" or "the Group".

- a. The subsidiary considered in the preparation of the Consolidated Financial Statement is as under:

Name of the Subsidiary	Country of Incorporation	Proportion (%) of ownership interest	
		As at 31.03.2025	As at 31.03.2024
Modi Biotech Private Limited	India	100	100

- b. Share of Entities in Group

₹ Lakhs

Name of the Entity	As at 31.03.2025			For the Year ended 31.03.2025				
	Net Assets (Total Assets - Liabilities)	Share in Profit / (Loss)	Share in Other Comprehensive Income	Share in Total Comprehensive Income				
	As % of consolidated net assets	As % of consolidated profit and loss	As % of consolidated other comprehensive income	As % of consolidated total comprehensive income	Amount	Amount	Amount	Amount
<b>Parent</b>								
Modi Naturals Limited	82.70%	24.64%	160.36%	24.25%	10052.88	764.60	(14.32)	750.28
<b>Subsidiary</b>								
Modi Biotech Private Limited	17.30%	75.36%	(60.36)%	75.75%	2102.53	2337.97	5.39	2343.46
	<b>82.70%</b>	<b>24.64%</b>	<b>160.36%</b>	<b>24.25%</b>	<b>10052.88</b>	<b>764.60</b>	<b>(14.32)</b>	<b>750.28</b>

₹ Lakhs

Name of the Entity	As at 31.03.2024			For the Year ended 31.03.2024				
	Net Assets (Total Assets - Liabilities)	Share in Profit / (Loss)	Share in Other Comprehensive Income	Share in Total Comprehensive Income				
	As % of consolidated net assets	As % of consolidated profit and loss	As % of consolidated other comprehensive income	As % of consolidated total comprehensive income	Amount	Amount	Amount	Amount
<b>Parent</b>								
Modi Naturals Limited	100.17%	(66.13)%	88%	(86.33)%	9302.60	91.15	14.02	105.17
<b>Subsidiary</b>								
Modi Biotech Private Limited	(0.17)%	166.13%	12%	186.33%	(240.83)	(228.99)	2.00	(226.99)
	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>9061.77</b>	<b>(137.84)</b>	<b>16.02</b>	<b>(121.82)</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 2. Significant Accounting Policies

#### 2.1 Basic of Preparation of Financial Statement

##### i. Principles Of Consolidation

The Consolidated financial statements comprise the financial statements of Modi Natural Limited ("the Holding Company") and its subsidiary (The Holding Company and its subsidiary together referred to as "the Group").

The Financial Statements of the Company and its subsidiary are combined on a line – byline basis by adding together the book values of like items of assets, liabilities, income and expenditure, after fully eliminating intra group balances, intra group transactions and any unrealized profit/loss incurred therein.

The consolidated financial statements have been prepared using uniform accounting policies, except stated otherwise, for like transactions and are presented, to the extent possible, in the same manner as the company's separate financial statements.

##### ii. Statement of Compliance

These consolidated financial statements (hereinafter referred to as "financial statements" in the consolidated financial statements) of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, and amendments made thereafter and the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India ("SEBI"), as applicable.

##### iii. Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All values are in Rupees except when otherwise indicated.

##### iv. Historical Cost Convention

The financial statements are prepared under historical cost convention on accrual basis except for certain assets and liabilities as stated in their respective policies, which have been measured at fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether the price is directly observable or estimated using another valuation technique.

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

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### iv. Use of estimates

The preparation of the financial statements 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 financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 2.23.

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. Changes in estimates are rejected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### v. Current versus noncurrent classification

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in Schedule III to the Act.. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months.

Deferred tax assets and deferred tax liabilities are classified as noncurrent assets and liabilities.

### vi. New or amended standards and interpretations

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind As – 116 – Leases, relating to sale and leaseback transactions. The group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

## 2.2 Inventory Valuation

- (a) Finished Goods at lower of cost or net realizable value.
- (b) Goods in Process at cost (computed on FIFO basis)
- (c) Raw material at cost (computed on FIFO basis)
- (d) Stores and spares at cost (computed on FIFO basis)
- (e) Provision for obsolescence and other anticipated losses are made on the stocks, whenever identified / considered necessary.

## 2.3 Property, Plant and Equipment

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation and any accumulated impairment loss.. Cost includes its purchase price (net of CENVAT/ duty credits wherever applicable), after deducting trade discounts and rebates. It includes other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and the borrowing costs for qualifying assets and the initial estimate of restoration cost if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the costs of the item can be measured reliably. Repairs and maintenance costs are charged to the statement of profit and loss when incurred. An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 2.4 Intangible assets

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

### 2.5 Depreciation

- (i) Tangible assets Depreciation on All Assets is charged at Straight Line Method basis in the manner as prescribed in Companies Act 2013 and rate as per prescribed useful life
- (ii) Intangible assets – Computer Softwares are amortized over a period of 5/6 year and Website Development over a period of 10 Years on a straightline basis.

### 2.6 Impairment of Assets

Assets are grouped at the lowest levels for which there are separately identifiable cash flows (i.e. cash generating units). For the purpose of assessing impairment at each Balance Sheet date, Assets within a Cash Generating Unit are reviewed for impairment wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount at which the assets under individual Cash Generating Unit are carried in the books exceeds its recoverable amount being the higher of the assets net selling price and its value in use. Value in use is based on the present value of the estimated future cash flows relating to the assets.

Previously recognized impairment losses, relating to assets other than goodwill, are reversed where the recoverable amount increases because of favorable changes in the estimates used to determine the recoverable amount since the last impairment was recognized. A reversal of an asset impairment loss is limited to its carrying amount that would have been determined (net of depreciation or amortization) had no impairment loss been recognized in prior years.

### 2.7 Recognition of Revenues

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

#### Sale of goods

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

#### Interest Income

Interest income from financial assets is recognised when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

#### Insurance claims and other Miscellaneous Revenues

Insurance claims are accounted for on the basis of claims admitted and to the extent that there is no uncertainty in receiving the claims.

Other Miscellaneous Revenues are recognized when the amounts are actually received or the realisability is certain.

### 2.8 Foreign Currency Transactions

#### (a) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### (b) Conversion

Foreign currency monetary items are reported using the closing rate. Nonmonetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and nonmonetary items which are carried at fair value or other similar valuation denominated in foreign currency, are reported using the exchange rates that existed when the values were determined.

### (c) Exchange Differences

Exchange differences arising on the settlement of monetary items or on restatement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise except exchange differences on transactions relating to acquisition of fixed assets, which are taken up to the date of capitalization of the related fixed assets.

## 2.9 Employee Benefits Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 19 – Employee Benefits:

### (i) Provident Fund and ESI

The Company makes contribution to statutory Provident Fund and Employee State Insurance in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employee State Insurance Act, 1948 which is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

### (ii) Gratuity

Gratuity is a post employment benefit and is in the nature of a defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit/obligation at the balance sheet date less the fair value of plan assets, together with adjustment for unrecognized actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method.

Gains and losses through remeasurements of the net defined benefit liability / (asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligations recognized in Other Comprehensive Income. The effect of any plan amendments is recognized in net profits in the Statement of Profit and Loss.

### (iii) Leave Encashment

Liability in respect of leave encashment is not applicable since the company pays leave encashment to employees every year.

### (iv) Other ShortTerm Benefits

Expense in respect of other short term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

## 2.10 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 2.11 Accounting for Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

### Deferred Tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow deferred tax assets to be recovered.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

## 2.12 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends related to a fully paid equity share during the reporting period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 2.13 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax for the period is adjusted for the effects of transactions of a noncash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 2.14 Cash and cash equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, cheques on hand and shortterm deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Group cash management.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and shortterm deposits, as defined above, net of outstanding bank overdrafts that are repayable on demand, as they are considered an integral part of the Group cash management.

### 2.15 Exceptional Items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such items is disclosed separately as Exceptional items.

### 2.16 Non-Current Assets held for sale

The Group classifies noncurrent assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale/ distribution rather than through continuing use and the sale is considered highly probable. Management must be committed to the sale within one year from the date of classification.

noncurrent assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell.

### 2.17 Leases

#### Group as a lessee

The Group lease asset classes primarily consist of leases for buildings. The Group 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.

At the date of commencement of the lease, the Group recognizes a rightofuse asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for short term leases and low value leases. For these shortterm and low value leases, the Group recognizes the lease payments as an operating expense on a straightline basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised. The rightofuse 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.

Right of use assets are depreciated from the commencement date on a straightline basis over the shorter of the lease term and useful life of the underlying asset. Right of use 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 valueinuse) 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.

Lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option. 1.ease liability and ROU asset are separately presented in the Balance Sheet and lease payments are classified as financing cash flows.

#### Group as a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the rightofuse asset arising from the head lease. For operating leases, rental income is recognized on a straightline basis over the term of the relevant lease.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 2.19 Financial instruments

#### Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments.

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

#### a) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognised financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

#### i) Financial assets at amortized cost

A financial asset is subsequently measured at amortized 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.

#### ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

On initial recognition, the Group makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value, excluding dividends, recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

#### iii) Financial assets at fair value through profit or loss (FVTPL)

Investment in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity investments which are not held for trading.

Other financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

#### De-recognition

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

#### Impairment of financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. 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 recognised is recognized as an impairment gain or loss in profit or loss.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### b) **Financial liabilities and equity instruments Classification as debt or equity**

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group entity are recognised at the proceeds received, net of direct issue costs. Repurchase of the Group own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in statement of profit and loss on the purchase, sale, issue or cancellation of the Group own equity instruments.

#### **Financial liabilities**

##### **Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

##### **Subsequent measurement**

All financial liabilities are subsequently measured at amortized cost using the effective interest method. The measurement of financial liabilities depends on their classification, as described below:

#### **i) Loans and borrowings**

After initial recognition, interestbearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

#### **ii) Trade and other payables**

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any noncash assets transferred or liabilities assumed, is recognised in the statement of profit or loss.

### **c) Derivative financial instruments**

The Group holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Although the Group believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are remeasured at fair value through profit or loss at the end of each reporting period and the resulting exchange gains or losses recognized in profit or loss immediately. Assets/liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### d) **Reclassification of financial assets and financial liabilities**

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group senior management determines change in the business model as a result of external or internal changes which are significant to the Group operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

### e) **Offsetting of financial instruments**

Financial assets and financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on the net basis, to realise the assets and settle the liabilities simultaneously.

## 2.20 Interim Financial Reporting

Quarterly financial results are published in accordance with the requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

### 2.21 Deferred Revenue Expenditure

Expenditure is accounted on accrual basis except in specific cases of expenditure incurred against which a definite benefit is expected to flow in to future periods. Such sums are treated as Deferred Revenue Expenditure and charged to Revenue Account over the expected duration of benefits.

### 2.22 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pretax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent Liabilities are not recognized but are disclosed, while Contingent Assets are neither recognized nor disclosed, in the financial statements.

### 2.23 Critical accounting estimates and judgments

In the course of applying the policies outlined above, the Group is required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

### (i) **Critical Judgments**

In the process of applying the Group accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognised in the standalone financial statements:

#### **Leases**

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The Group determines the lease term as the noncancellable period of a lease, together with periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the noncancellable period of a lease

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

### **Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgment in making assumption and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward estimate at the end of each reporting period.

### **Income taxes**

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Group reviews at each balance sheet date the carrying amount of deferred tax assets. The amount of tax payable in respect of any period is dependent upon the interpretation of the relevant tax rules. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

### **Defined benefit Plan**

The cost of the defined benefit plan and other postemployment benefits and the present value of such obligation are determined using actuarial valuations. A n actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its longterm nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### **Insurance claims and other Miscellaneous Revenues**

Insurance claims and other miscellaneous revenues are recognized when the Group has reasonable certainty of recovery. Subsequently any change in recoverability is provided for.

### **Contingences and commitments**

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the standalone financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

### **(ii) Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

#### **Allowances for doubtful debts**

The Group makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

#### **Allowances for inventories**

Management reviews the inventory age listing on a periodic basis. This review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the standalone financial statements for any obsolete and slowmoving items. Management is satisfied that adequate allowance for obsolete and slowmoving inventories has been made in the standalone financial statements.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Liability for sales return

In making judgment for liability for sales return, the management considered the detailed criteria for the recognition of revenue from the sale of goods set out in Ind AS 115 and in particular, whether the Group had transferred to the buyer the significant risk and rewards of ownership of the goods. Following the detailed quantification of the Group's liability towards sales return, the management is satisfied that significant risk and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate liability for sales return.

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Group to be reliable estimate of future sales returns.

### Employee benefit obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its longterm nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### Provisions and contingencies

From time to time, the Group is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgment is required when evaluating the provision including, the probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the standalone financial statements. Contingent assets are not disclosed in the standalone financial statements unless an inflow of economic benefits is probable.

### Deferred income tax assets and liabilities

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

The amount of total deferred tax assets could change if management estimates of projected future taxable income or if tax regulations undergo a change.

### Impairment of Financial assets

The Group assesses on a forwardlooking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. In respect of trade receivables, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised upon initial recognition of the receivables. For all other financial assets, expected credit losses are measured at an amount equal to the 12months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Group reviews its carrying value of investment in subsidiaries and goodwill carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the standalone statement of profit and loss.

### Impairment of PPE, CWIP and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. Value in use is usually determined on the basis of discounted estimated future cash flows. This involves management estimates on anticipated commodity prices, market demand and supply, economic and regulatory environment, discount rates and other factors. Any subsequent changes to cash flow due to changes in the abovementioned factors could impact the carrying value of assets.

### Impairment of Inventories

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including other levies, transit insurance and receiving charges. Workingprogress and finished goods include appropriate proportion of overheads and, where applicable, taxes and duties. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Estimation of uncertainties relating to the global health pandemic from COVID19 (COVID19):

The COVID19 pandemic is an evolving human tragedy declared a global pandemic by the World Health Organisation with adverse impact on economy and business. Supply Chain disruptions in India as a result of the outbreak started with restrictions on movement of goods, closure of borders etc.

In light of these circumstances, the Group has considered the possible effects that may result from COVID19 on the carrying amounts of financial assets, inventory, receivables, property plant and equipment, Intangibles etc., as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Group has used internal and external information such as our current contract terms, financial strength of partners, investment profile, future volume estimates from the business etc.

As per our report of even date attached  
for **Doogar & Associates**  
Chartered Accountants  
FRNo. 00561N

Sd/-  
**(Mukesh Goyal)**  
Partner  
M No.: 081810

for and on behalf of the Board  
Sd/-

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Ankit Agarwal**

*DIN:00187078*  
*DIN:03341142*  
*PAN:ATEPK2474R*  
*M.No.:A23445*

*Chairman & Managing Director*  
*Jt. Managing Director*  
*Chief Financial Officer*  
*Company Secretary*

New Delhi, 30<sup>th</sup> May 2024

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

3. PROPERTY PLANT & EQUIPMENTS											
CURRENT YEAR											
₹ Lakhs											
GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT			
Item	Cost as at 01.04.2024	Addition during the year	Sale/ Transfer	Cost as at 31.03.2025	As at 01.04.2024	For The Year	Adjustment	As at 31.03.2025	AS AT 31.03.2025	As at 31.03.2024	
Land	718.96	16.59	-	735.55	-	-	-	-	735.55	718.96	
Building	1,716.38	157.94	-	1,874.32	239.63	87.72	-	327.35	1,546.97	1,476.75	
Plant & Machinery	14,717.19	118.45	-	14,835.64	2,203.34	649.63	-	2,852.97	11,982.67	12,513.85	
Electrical Equipment	47.28	-	-	47.28	40.31	0.62	-	40.93	6.35	6.97	
Furniture & Fixture	35.73	5.31	-	41.04	22.11	1.66	-	23.77	17.27	13.62	
Laboratory Equipment	24.31	-	-	24.31	20.82	0.67	-	21.49	2.82	3.49	
Office Equipment	54.27	10.67	-	64.94	28.86	8.98	-	37.84	27.10	25.41	
Computers	70.60	6.48	-	77.08	62.69	3.89	-	66.58	10.50	7.91	
Vehicles	270.30	55.67	21.20	304.77	149.85	28.18	20.14	157.89	146.88	120.45	
<b>TOTAL</b>	<b>17,655.02</b>	<b>371.11</b>	<b>21.20</b>	<b>18,004.93</b>	<b>2,767.61</b>	<b>781.35</b>	<b>20.14</b>	<b>3,528.82</b>	<b>14,476.11</b>	<b>14,887.41</b>	
PREVIOUS YEAR											
₹ Lakhs											
GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT			
ITEM	Cost as at 01.04.2023	Addition during the year	Sale/ Dj During The Year	Cost as at 31.03.2024	As at 01.04.2023	For The Year	Adjustment For Sale During The Year	As at 31.03.2024	As At 31.03.2024	As at 31.03.2023	
Land	715.05	3.91	-	718.96	-	-	-	-	718.96	715.05	
Building	387.71	1,328.67	-	1,716.38	196.45	43.18	-	239.63	1,476.75	191.26	
Plant & Machinery	3,489.06	11,445.01	216.88	14,717.19	1,865.54	337.80	-	2,203.34	12,513.85	1,623.52	
Electrical Equipment	47.28	-	-	47.28	39.69	0.62	-	40.31	6.97	7.59	
Furniture & Fixture	25.05	10.68	-	35.73	21.11	1.00	-	22.11	13.62	3.94	
Laboratory Equipment	24.31	-	-	24.31	20.14	0.68	-	20.82	3.49	4.17	
Office Equipment	32.65	21.62	-	54.27	22.66	6.20	-	28.86	25.41	9.99	
Computers	66.92	3.68	-	70.60	58.65	4.04	-	62.69	7.91	8.27	
Vehicles	262.68	10.34	2.72	270.30	124.95	27.45	2.55	149.85	120.45	137.73	
<b>TOTAL</b>	<b>5,050.71</b>	<b>12,823.91</b>	<b>219.60</b>	<b>17,655.02</b>	<b>2,349.19</b>	<b>420.97</b>	<b>2.55</b>	<b>2,767.61</b>	<b>14,887.41</b>	<b>2,701.52</b>	

4. Capital Work In Progress			₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2024	
Plant and machinery under erection	1,607.80	2.77	
<b>Total</b>	<b>1,607.80</b>	<b>2.77</b>	
Ageing	Amount		
	As at 31.03.2025	As at 31.03.2024	
Less than 1 Year	1,607.80	2.77	
1 - 2 years	-	-	
2 - 3 years	-	-	
More Than 3 Years	-	-	
	<b>1,607.80</b>	<b>2.77</b>	



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

5. INTANGIBLE ASSETS											₹ Lakhs
CURRENT YEAR											
GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT			
Item	Cost as at 01.04.2024	Addition during the year	Sale/ Transfer	Cost as at 31.03.2025	As at 01.04.2024	For The Year	Adjustment	As at 31.03.2025	As at 31.03.2024	As at 31.03.2025	
Computer Softwares	13.35	5.76	-	19.11	11.71	0.39	-	12.10	7.01	1.64	
Intangible Assets	3.62	-	-	3.62	3.44	-	-	3.44	0.18	0.18	
<b>TOTAL</b>	<b>16.97</b>	<b>5.76</b>	<b>-</b>	<b>22.73</b>	<b>15.15</b>	<b>0.39</b>	<b>-</b>	<b>15.54</b>	<b>7.19</b>	<b>1.82</b>	
PREVIOUS YEAR											₹ Lakhs
GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT			
Item	Cost as at 01.04.2023	Addition during the year	Sale/ Transfer	Cost AS AT 31.03.2024	As at 01.04.2023	For The Year	Adjustment	As at 31.03.2024	AS AT 31.03.2024	As at 31.03.2023	
Computer Softwares	13.19	0.16	-	13.35	11.32	0.39	-	11.71	1.64	1.87	
Intangible Assets	3.62	-	-	3.62	3.44	-	-	3.44	0.18	0.18	
<b>TOTAL</b>	<b>16.81</b>	<b>0.16</b>	<b>-</b>	<b>16.97</b>	<b>14.76</b>	<b>0.39</b>	<b>-</b>	<b>15.15</b>	<b>1.82</b>	<b>2.05</b>	

6. Trade receivables					₹ Lakhs
		Non -	Current	Non - current	Current
Particulars		As at 31.03.2025		As at 31.03.2024	
-secured, considered good		-	-	-	-
- Unsecured, considered good		34.30	4,771.31	35.31	2,733.76
- Less Allowance for bad & doubtful debts		-	-	-	-
<b>Total</b>		<b>34.30</b>	<b>4,771.31</b>	<b>35.31</b>	<b>2,733.76</b>

Ageing for Trade Receivables - non-current outstanding as at March 31, 2025 is as follows:							₹ Lakhs
Particulars	Not Due	Outstanding for following periods from date of invoice 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	-	-	-	-	-	0.26	0.26
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	34.04	34.04
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
	-	-	-	-	-	<b>34.30</b>	<b>34.30</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**Ageing for Trade Receivables - non-current outstanding as at March 31, 2024 is as follows:** ₹ Lakhs

Particulars	Not Due	Outstanding for following periods from date of invoice 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	-	-	-	-	-	0.26	0.26
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	35.05	35.05
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
	-	-	-	-	-	35.31	35.31

**Ageing for Trade Receivables - current outstanding as at March 31, 2025 is as follows:** ₹ Lakhs

Particulars	Not Due	Outstanding for following periods from date of invoice 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	-	4,361.11	19.90	21.23	71.87	297.20	4,771.31
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
	-	4,361.11	19.90	21.23	71.87	297.20	4,771.31

**Ageing for Trade Receivables - current outstanding as at March 31, 2024 is as follows:** ₹ Lakhs

Particulars	Not Due	Outstanding for following periods from date of invoice 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	-	2,270.92	39.26	129.03	2.58	291.97	2,733.76
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
	-	2,270.92	39.26	129.03	2.58	291.97	2,733.76

7. Other Assets		₹ Lakhs	
Particulars	Non - current	Current	Current
	As at 31.03.2025		As at 31.03.2024
a. Prepaid Expenses		16.45	18.34
b. Deferred Revenue Expenditures	-	-	-
c. Interest Receivables		17.24	9.07
d. Insurance Claim Receivable		58.40	57.94
e. Insurance Subsidy Receivable		429.96	446.69
f. Pre-operative Expenses	14.35		
g. Capital Advances	833.48		

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

h. Advances other than Capital Advances -				
Unsecured considered good		398.37		
- Security deposits	110.73		108.94	
- Advances to Vendors		45.76		55.76
- Others	1.54	8.35		113.01
i. GST Refund/Other Amount Recoverable		149.55		25.79
j. Employee related		0.98		23.89
k. Balances with statutory authorities	-	1,319.16	-	2,335.74
<b>Total other assets</b>	<b>960.10</b>	<b>2,444.22</b>	<b>108.94</b>	<b>3,086.23</b>

<b>8. Inventories</b>		<b>₹ Lakhs</b>	
<b>Particulars</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>	
Raw Materials	2,285.48	3,134.76	
Stores & Spares	656.10	983.45	
Work - in - progress	187.65	202.16	
Finished goods - Produced	5,040.13	5,097.74	
Finished goods - Trading	202.74	185.97	
Others - Promotional Material	0.13	2.26	
<b>Total</b>	<b>8,372.23</b>	<b>9,606.34</b>	

### 8.1. Additional information as per Schedule III

Mode of valuation of inventories		
- Raw Materials	At Cost on FIFO basis	At Cost on FIFO basis
- Finished Goods	At Lower of Average Cost or Net Realisable Value	At Lower of Average Cost or Net Realisable Value
- Stores	At Cost on FIFO basis	At Cost on FIFO basis
- Spares	At Cost on FIFO basis	At Cost on FIFO basis

<b>9. Cash &amp; cash equivalents</b>		<b>₹ Lakhs</b>	
<b>Particulars</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>	
Cash on hand	16.50	27.44	
Balances with banks			
-on Current Accounts	10.14	6.49	
-Fixed deposit with less than six months maturity	1.13	1.05	
Cheques, drafts on hand	-	-	
<b>Total</b>	<b>27.77</b>	<b>34.98</b>	

10. Bank Balances other than Cash and Cash equivalents		₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2024
Fixed Deposits with Banks against margin money		
- Fixed Deposits with Banks against margin money	44.65	44.65
- Fixed Deposits - Lien Marked	225.29	74.12
Total	269.94	118.77

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

11. Share capital		₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2024
<b>Authorised</b>		
Modi Naturals Limited - Holding Company - 2,00,00,000 (Previous Year : 2,00,00,000) equity shares of Rs 10/- each	2,000.00	2,000.00
Modi Biotech Private Limited - Subsidiary Company - 1,75,00,000 (Previous Year : 1,00,00,000) Equity shares of Rs.10/- each	1,750.00	1,750.00
<b>Total</b>	<b>3,750.00</b>	<b>3,750.00</b>
<b>Issued Subscribed &amp; Fully Paid up</b>		
1,33,06,397 (Previous Year : 1,33,06,397) equity shares of Rs 10 each	1,330.64	1,330.64
1,75,00,000 (Previous Year : 1,75,00,000) Equity shares of Rs.10/- each issued by Subsidiary Company and Held By Holding Company	-	-
<b>Total</b>	<b>1,330.64</b>	<b>1,330.64</b>

11.1. Additional information as per Schedule III				₹ Lakhs
11.1. Reconciliation of the number of shares	As at 31.03.2025		As at 31.03.2024	
	No of Shares	Amount (₹ Lacs)	No of Shares	Amount (₹ Lacs)
Equity Share Capital				
Number of shares at the beginning	1,33,06,397	1,330.64	1,26,56,397	1,265.64
Add : Shares issued during the year	-	-	6,50,000	65.00
At the end of the year	1,33,06,397	1,330.64	1,33,06,397	1,330.64

11.2 (A) The company has only one class of equity shares, having a par value of Rs.10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. Each shareholder is eligible to one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

11.2 (B) The company subsidiary - Modi Biotech Private Limited has 1,75,00,000 (previous year : 1,75,00,000) one class of equity shares (held by Holding Company - Modi Naturals Limited) having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. During the year ended March 31, 2024 the amount of dividend recognised as distributions to equity shareholders is Nil. In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets, if any, in proportionate to their individual shareholding in the paid-up equity capital of the company.

11.3 Shares In the company held by each shareholder holding more than 5% shares are as under:				
Promoter Name	As at 31.03.2025		As at 31.03.2024	
	No of Shares	% age	No of Shares	% age
Mr. Anil Modi	21,20,343	15.93	21,20,343	15.93
Ms. Nita Modi	39,45,630	29.65	39,45,630	29.65
Mr. Akshay Modi	20,54,001	15.44	20,54,001	15.44

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

<b>11.4 Shares held by promoters are as under:</b>					
<b>As at March 31, 2025</b>					
Promoter Name	As at 31.03.2025		As at 31.03.2024		% Change during the year
	No of Shares	% age	No of Shares	% age	
Mr. Anil Modi	21,20,343	15.93	21,20,343	15.93	-
Ms. Nita Modi	39,45,630	29.65	39,45,630	29.65	-
Mr. Akshay Modi	20,54,001	15.44	20,54,001	15.44	-
Anil Modi (HUF)	2,65,750	2.00	2,65,750	2.00	-
D D Modi (HUF)	61,183	0.46	61,183	0.46	-
Ms. Neha Agarwal	58,500	0.44	58,500	0.44	-
Ms. Aditi Modi	42,000	0.32	42,000	0.32	-
Das Investment Private Limited	6,46,000	4.85	6,46,000	4.85	-
<b>TOTAL</b>	<b>91,93,407</b>	<b>69.09</b>	<b>91,93,407</b>	<b>69.09</b>	<b>-</b>
<b>As at March 31, 2024</b>					
Promoter Name	As at 31.03.2024		As at 31.03.2023		% Change during the year
	No of Shares	% age	No of Shares	% age	
Mr. Anil Modi	21,20,343	15.93	19,90,343	15.73	0.21
Ms. Nita Modi	39,45,630	29.65	39,45,630	31.17	(1.52)
Mr. Akshay Modi	20,54,001	15.44	16,14,001	12.75	2.69
Anil Modi (HUF)	2,65,750	2.00	2,65,750	2.10	(0.10)
D D Modi (HUF)	61,183	0.46	61,183	0.48	(0.02)
Ms. Neha Agarwal	58,500	0.44	20,500	0.16	0.28
Ms. Aditi Modi	42,000	0.32			
Das Investment Private Limited	6,46,000	4.85	6,46,000	5.10	(0.25)
<b>TOTAL</b>	<b>91,93,407</b>	<b>69.09</b>	<b>85,43,407</b>	<b>67.49</b>	<b>1.29</b>

<b>11.5 Issued, subscribed and paid-up capital of the company includes:-</b>
(i) 4238967 shares (Previous Year 4238967) allotted as Bonus Shares by way of Capitalisation of Profits
(ii) 2640000 Shares (Previous Year 2640000) issued by way of conversion of Optionally Convertible Warrants into equity shares Rs.10/- each at a premium of Rs.20/- each.
(iii) 1538463 Shares (Previous Year 1538463) issued by way of conversion of Optionally Convertible Warrants into equity shares Rs.10/- each at a premium of Rs.120/- each.
(iv) 650000 Shares (Previous Year 650000) issued by way of conversion of Optionally Convertible Warrants into equity shares Rs.10/- each at a premium of Rs.197/- each.

<b>12. Other equity</b>	<b>₹ Lakhs</b>	
Particulars	As at 31.03.2025	As at 31.03.2024
<b>Capital Reserve</b>		
Balance at the beginning and end of the year	89.82	89.82
<b>Securities Premium Reserve</b>		
Balance at the beginning and end of the year	3,793.12	
Addition during the year	-	3,793.12
<b>General Reserve</b>		
Balance at the beginning and end of the year	187.34	187.34
<b>Retained Earnings</b>		
Balance at the beginning of the year	3660.85	3782.67
Addition during the year	3102.57	(137.84)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Add (less) Re-measurement of defined benefit plans through OCI	(8.93)	6,754.49	16.02	3,660.85
Balance of retained earnings consist of surplus retained from earned profit . Actuarial gains and losses for defined benefit plans are recognized through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.				
<b>Total</b>		<b>10,824.77</b>		<b>7,731.13</b>

13. Borrowings				₹ Lakhs
Particulars	Non - Current	Current	Non - Current	Current
	As at 31.03.2025		As at 31.03.2024	
<b>Term Loan from banks</b>				
- Secured				
From Bank	8,479.27		9,816.28	
	-	-	-	-
Vehicle Loans Secured	55.89	-	29.34	-
	8,535.16	-	9,845.62	-
Less: Current maturity of long term debts	1,561.49		1,343.90	
	6,973.67	-	8,501.72	-
<b>DEBENTURES – UNSECURED</b>				
LIABILITY COMPONENT OF COMPOUND FINANCIAL INSTRUMENT	104.16		67.80	
Current maturity of long term debts		1,561.49		1,343.90
<b>Working capital loan from banks repayable on demand</b>				
- Secured	-	6,238.77		7,039.91
<b>Unsecured Loans repayable on demand</b>				
- From Directors	-	-	-	-
<b>Total</b>	<b>7,077.83</b>	<b>7,800.26</b>	<b>8,569.52</b>	<b>8,383.81</b>

13.1 'Secured by Equitable Mortgage of specific immovable properties of company situated at Raipur, Chhattishgarh, a charge by way of hypothecation of all movable property, plant & equipment and entire current assets and Collateral security by way of Equitable mortgage of specific immovable properties of promoter company situated at Pilibhit, Uttar Pradesh and corporate guarantee of a promoter company and personal guarantee of the directors.

13.2 The Holding Company - Working Capital facility comprises cash credit from bank and is secured against hypothecation of raw materials, semi finished goods, finished goods, consumable stores, book debts of units at Bisalpur Road and Bareilly Road, Pilibhit and personal guarantees of Mr. Anil Modi and Mr Akshay Modi. The Subsidiary Company Working Capital is secured by Hypothecation of all the Current Assets of the Company.

13.3 Vehicle Loans are secured against hypothecation of respective Vehicles

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

13.4 Term of repayment and interest of Term Loans are as follows:-						
Loan From	As at 31.03.2025			As at 31.03.2024		
	ROI*	No. of Instalments Left	Amount	ROI*	No. of Instalments Left	Amount
Term Loan from Banks – SBI	8.95%	In 21 Balloning Quarterly Instalments	7,910.21	8.95%	In 25 Balloning Quarterly Instalments	9,156.77
Term Loan from Banks – SBI	9.45%	repay on or before 30.06.2030	569.06	9.45%	repay on or before 30.06.2030	659.51
Vehicle Loan from HDFC Bank	6.80%	21	11.67	6.80%	33	17.75
Vehicle Loan from HDFC Bank	7.25%	22	7.77	7.25%	34	11.59
Vehicle Loan from HDFC Bank	8.95%	54	<b>36.45</b>		<b>36.45</b>	
			<b>8,535.16</b>			<b>9,845.62</b>

14. Trade payables				₹ Lakhs
Particulars	Non - current	Current	Non - current	Current
	As at 31.03.2025		As at 31.03.2024	
Due to parties registered under MSMED Act	-	112.08	-	26.13
Due to others	44.33	2,716.69	45.92	2,514.39
<b>Total</b>	<b>44.33</b>	<b>2,828.77</b>	<b>45.92</b>	<b>2,540.52</b>

Based on the information so far obtained by the Company, payment to enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has been made within 45 days. Disclosure in accordance MSMED Act areas under:

Particulars	31.03.2025	31.03.2024
A. Dues remaining unpaid as at 31st march	112.08	26.13
Principal	-	-
Interest due on above	0.04	0.47
B. Interest paid in terms of section 16 of the Act , along with the amount of payment made to the supplier beyond the appointed day during the accounting year	-	-
Principal paid beyond the appointed date	-	-
Interest paid in terms of section 16	-	-
C. Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
D. Amount of interest acccrued and remaining unpaid at the end of the accounting tear	-	-
E. Further interest due and payable even in the succeding years, until such date when the interest due as above are actually paid to the small enterprise	-	-



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Ageing for Trade Payables - non-current outstanding as at March 31, 2025 is as follows:						
Particulars	Not Due	Outstanding for following periods from date of invoice of payment				Total
		Less than 1 Year	1 - 2 years	2 - 3 Years	More Than 3 Years	
MSME	-	-	-	-	-	-
Others	-	-	14.91	20.84	8.58	44.33
Disputed – MSME	-	-	-	-	-	-
Disputed – Others	-	-	-	-	-	-
	-	-	14.91	20.84	8.58	44.33
Ageing for Trade Payables - non-current outstanding as at March 31, 2024 is as follows:						
Particulars	Not Due	Outstanding for following periods from date of invoice of payment				Total
		Less than 1 Year	1 - 2 years	2 - 3 Years	More Than 3 Years	
MSME	-	-	-	-	-	-
Others	-	15.83	21.63	7.14	1.32	45.92
Disputed – MSME	-	-	-	-	-	-
Disputed – Others	-	-	-	-	-	-
	-	15.83	21.63	7.14	1.32	45.92
Ageing for Trade Payables - current outstanding as at March 31, 2025 is as follows: ₹ Lakhs						
Particulars	Not Due	Outstanding for following periods from date of invoice of payment				Total
		Less than 1 Year	1 - 2 years	2 - 3 Years	More Than 3 Years	
MSME	-	112.08	-	-	-	112.08
Others	-	2,411.76	270.37	34.56	-	2,716.69
Disputed – MSME	-	-	-	-	-	-
Disputed – Others	-	-	-	-	-	-
	-	2,523.84	270.37	34.56	-	2,828.77
Ageing for Trade Payables - current outstanding as at March 31, 2024 is as follows: ₹ Lakhs						
Particulars	Not Due	Outstanding for following periods from date of invoice of payment				Total
		Less than 1 Year	1 - 2 years	2 - 3 Years	More Than 3 Years	
MSME	-	26.13	-	-	-	26.13
Others	-	2,508.77	5.62	-	-	2,514.39
Disputed – MSME	-	-	-	-	-	-
Disputed – Others	-	-	-	-	-	-
	-	2,534.90	5.62	-	-	2,540.52

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

14A. Other Financial liabilities		₹ Lakhs	
Particulars	Non-current As at 31.03.2025	Current As at 31.03.2024	Current As at 31.03.2024
Security Deposits	58.00	-	58.00
Other		98.69	88.16
<b>Total</b>	<b>58.00</b>	<b>98.69</b>	<b>58.00</b>

15. Other Current liabilities		₹ Lakhs	
Particulars	As at 31.03.2025	As at 31.03.2024	As at 31.03.2024
Statutory Payables			
- Sales Tax/GST payables		63.45	9.21
- PF & ESI payables		18.53	18.49
- TDS/TCS payables		86.28	58.88
Other Liabilities for expenses		1,637.84	1,276.04
Interest Accrued but not due		0.08	0.14
Advance Received from Customers		81.89	72.88
<b>Total</b>	<b>1,888.07</b>	<b>1,435.64</b>	<b>1,435.64</b>

16. Provisions		₹ Lakhs	
Particulars	Non - current As at 31.03.2025	Current As at 31.03.2024	Current As at 31.03.2024
Provision for employee benefits			
- Gratuity	218.98	113.55	184.07
<b>Total</b>	<b>218.98</b>	<b>113.55</b>	<b>184.07</b>

17. Deferred tax assets / liabilities (net)		₹ Lakhs	
Particulars	As at 31.03.2025	As at 31.03.2024	As at 31.03.2024
<b>Deferred tax liabilities</b>			
Difference between WDV as per books and income tax		508.64	360.95
Impact of disallowances u/s 43(B)		4.79	4.79
Impact of deferred revenue expenditure		-	-
Sub Total		<b>513.43</b>	<b>365.74</b>
<b>Deferred tax Assets</b>			
Unabsorbed losses		-	151.87
Other Allowances		0.20	
Impact of Disallowance u/s 40A(7)		84.51	78.34
		84.71	230.21
<b>Net deferred tax liabilities</b>	<b>428.72</b>	<b>135.53</b>	<b>135.53</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Movement in deferred tax items				
	Opening Balance	Recognised in Profit & Loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax asset / (liability) in relation to</b>				
Difference between WDV as per books and income tax	(360.95)	(147.69)	-	(508.64)
Unabsorbed losses	151.87	(151.87)	-	-
Impact of disallowances u/s 43(B)	(4.79)	-	-	(4.79)
Impact of deferred revenue expenditure	-	0.20	-	0.20
Impact of Disallowance u/s 40A(7)	78.34	7.29	(1.12)	84.51
	<b>(135.53)</b>	<b>(292.07)</b>	<b>(1.12)</b>	<b>(428.72)</b>

18. Current tax Liability (net)		₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Income Tax	265.44	5.28
<b>Total</b>	<b>265.44</b>	<b>5.28</b>

19. Revenue from operations		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
<b>A. Sale of Goods</b>	63,807.09	39,540.27
<b>Total</b>	<b>63,807.09</b>	<b>39,540.27</b>
<b>B. Other Operating Income</b>		
<b>Sale of By-Products</b>		
Distiller's Dried Grains (DDGs)	1,945.39	71.57
Wet Cake	2.89	181.68
Syrup	176.98	23.52
CO2	195.42	21.56
Other Operating Income	163.51	143.64
	<b>2,484.19</b>	<b>441.97</b>
	<b>66,291.28</b>	<b>39,982.24</b>

20. Other income		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Interest income	46.45	14.42
Sundry Balance/Excess Provision written back	0.90	35.11
Foreign Exchange Fluctuation	38.46	19.97
Net Gain on sale of fixed assets	2.94	0.27
Misc. Income	31.99	0.82
<b>Total</b>	<b>120.74</b>	<b>70.59</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

21. Cost of materials consumed		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Raw material	45,918.50	27,660.95
Packing Material	928.59	964.54
Chemicals	1,076.55	546.13
Power & Fuel	2,464.16	454.12
<b>Total</b>	<b>50,387.80</b>	<b>29,625.74</b>

22. Purchases of stock - in - trade		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Imported	-	-
Indigenous	675.50	642.60
<b>Total</b>	<b>675.50</b>	<b>642.60</b>

23. Changes in inventories of finished goods, stock - in - trade & work - in - progress		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
<b>Inventories at the end of the year</b>		
Finished Goods	5,040.13	5,097.74
Stock in Progress	187.65	202.16
Stock in trade	202.74	185.97
<b>Inventory at the beginning of the year</b>		
Finished Goods	5,097.74	5,114.64
Stock in Progress	202.16	
Stock in trade	185.97	102.89
<b>Total</b>	<b>55.35</b>	<b>(268.34)</b>

24. Employee benefits expenses		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Salary & Wages & Bonus	2,943.19	2,454.20
Contribution to provident & other funds	122.51	109.45
Recruitment Expenses	3.41	7.59
Workman and staff welfare	13.72	8.35
Gratuity	35.84	33.53
<b>Total</b>	<b>3,118.67</b>	<b>2,613.12</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

25. Finance costs		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Interest Expense		
- On Short Term Borrowings	613.62	436.52
- On Long Term Borrowings	433.35	201.65
Interest impact on Gratuity	20.41	20.11
Effective Cost on Compound Financial Instruments	36.36	33.95
Other Financial Charges	66.55	36.81
<b>Total</b>	<b>1,170.29</b>	<b>729.04</b>

26. Depreciation and amortization expense		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Depreciation of tangible assets	781.36	420.76
Amortization of intangible assets	0.38	0.60
<b>Total</b>	<b>781.74</b>	<b>421.36</b>

27. Other expense		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Consumption of stores & spare parts	72.54	108.99
Job work costs	91.08	105.06
Power & fuel	908.34	1,284.00
Repairs & maintenance		
- Building	0.12	0.20
- Plant and Machinery	143.82	43.10
- Others	39.63	18.15
Insurance	115.82	59.93
Rent	188.21	163.40
Rates & Taxes	29.43	27.20
Payment to Auditors	10.85	9.68
Bank Charges	13.92	14.78
Freight & Forwarding	1,263.22	1,386.65
Commission	190.18	178.95
Other selling expenses	2,639.53	2,406.89
GST/Entry/Professional Tax Paid	23.70	33.87
Deferred Revenue Expenditures Written off	-	41.73
Corporate Social Responsibility Expenses (Refer Note Below)	0.86	-
Other expenses	722.18	579.70
<b>Total</b>	<b>6,453.43</b>	<b>6,462.28</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note:		₹ Lakhs	
Corporate Social Responsibility (CSR) Expenditure		Year ended 31.03.2025	Year ended 31.03.2024
1	Amount required to be spent by the company during the year	-	-
2	Amount of expenditure incurred on:		
	(i) Construction/acquisition of any asset	-	-
	(ii) On education, health poverty alleviation, others	0.86	-
3	Shortfall at the end of the year	-	-
4	Total of previous years shortfall	-	-
5	Reason for shortfall	NA	NA

6		Borewell for Chhatisgarh Government School, Aarang	
Nature of CSR activities			
7	Related party transactions in relation to CSR expenditure as per relevant Accounting Standard :	-	-
8	Where a provision is made with respect to a liability incurred by entering into contractual obligation , the movement in the provisions during the year		

28. Tax expense		₹ Lakhs	
Particulars	Year ended 31.03.2025	Year ended 31.03.2024	
Current tax	374.60	49.48	
Taxes for Earlier Years	-	-	
Deferred tax	292.07	(84.61)	
<b>Total</b>	<b>666.67</b>	<b>(35.13)</b>	

Reconciliation of tax expenses and the accounting profit for the year is as follows:-		₹ Lakhs	
Particulars	Year ended 31.03.2025	Year ended 31.03.2024	
Profit before tax	3769.24	(172.97)	
Income tax calculated @25.168%(PY 25.168%)	258.94	23.92	
Expected Income Tax expenses @ 17.16%	470.25	(45.99)	
Mat credit entitlement	6.78	7.22	
Effect of expenses that are not deductible in determining taxable profit			
Effect of lower tax on long term capital gain	0.00	0.00	
Impact of change in Income tax rate	(69.30)	(20.26)	
Others	<b>666.67</b>	<b>(35.11)</b>	
	0.00	(0.02)	
Taxes for Earlier Years	<b>666.67</b>	<b>(35.13)</b>	

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

29. Components of other comprehensive income		₹ Lakhs
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
i) Items that will not be reclassified to profit or loss Re-measurement gains(losses) on defined benefit plans	(8.93)	16.02
ii) Items that will be reclassified to profit or loss		
<b>Total</b>	<b>(8.93)</b>	<b>16.02</b>

30. Earnings per share		
Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Continuing operations		
Net profit for as per Statement of Profit & Loss (calculation of basic EPS)	3093.64	(121.82)
<b>Net profit as above</b>	3093.64	(121.82)
Net profit for calculation of diluted EPS	3093.64	(121.82)
Weighted average number of equity shares in calculating basic EPS	1,33,06,397.00	1,26,56,397.00
<b>Effect of dilution:</b>		
Share issued during the year	-	6,50,000.00
Weighted average number of equity shares in calculating diluted EPS	1,33,06,397.00	1,28,97,927.00
Basic earning per share (Amount in Rs)	23.25	(0.92)
Diluted earning per share (Amount in Rs)	23.25	(0.92)

## 31. Contingent Liabilities

Contingent Liabilities			₹ Lakhs
S.No.	Particulars	As at 31.03.2025	As at 31.03.2024
i)	Provident Fund	22.06	54.63
ii)	Income Tax	181.50	181.50
iii)	Employee Dues	3.50	3.50
iv)	FSSAI	7.75	7.75
v)	Corporate Guarantee to SBI for Subsidiary Credit Facilities	15365.00	13782.00
vi)	Outstanding Bank Guarantees	835.26	339.30

Based on legal advice, discussions with the solicitors, etc., the management believes that there is fair chance of decisions in the company's favour in respect of all the items listed at (i) to (vi) above and hence no provision is considered necessary against the same. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the company's financial position and results of operations.

32. The Holding Company incorporated a wholly owned subsidiary Modi Biotech Private Limited in the State of National Capital Territory of Delhi, on April 27, 2021. In line with the Ethanol Blended Petrol (EBP) program, the Holding Company has diversified into ethanol manufacturing, with a state-of-the art greenfield Ethanol Plant being established in the state of Chhattisgarh under its wholly owned subsidiary Modi Biotech Private Limited (MBPL). MBPL has received in-principle approval for a 210 KLD distillery for the manufacture of ethanol from the Central Government, along with signing an MOU with the Chhattisgarh Government for the same. The subsidiary company has also received environment clearance (EC) for the project from the Ministry of Environment, Forest and Climate change (MoEF & CC). The Holding Company has invested in its wholly owned subsidiary Rs. 35,00,00,000/- (Previous Year : Rs. 35,00,00,000/-) by way of 1,75,00,000 (Previous Year 1,75,00,000) fully paid-up equity shares having a face value of Rs.10/- each aggregating Rs. 17,50,00,000/- (Previous Year : Rs. 17,50,00,000/-) and 17,50,000 (Previous Year : 17,50,000) fully paid up optionally convertible debentures having face value of Rs. 100/- each aggregating Rs 17,50,00,000/- (Previous Year: Rs. 17,50,00,000/-).

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

33. There was a fire in the Vegetable Oil Refinery in December 2021, resulting in complete closure of the plant for 13 days and thereafter running on reduced capacity for about one month. The company had filed an insurance claim for the losses sustained and the claim is still under process. The Company has adjusted the loss incurred on stock against the insurance claim filed. The loss incurred on fixed asset has been adjusted to the extent of written down value of the asset. The actual profit /loss due to fire would be adjusted at the time of settlement of the claim.
34. The subsidiary company has estimated amount of contracts remaining to be executed on capital account and not provided for Rs. 4747.59 Lacs (P.Y. Rs. Nil) [net of advances of Rs. 833.48 Lacs (P.Y. Rs. Nil)].

### 35. Employee Benefits

#### A Defined Benefit plans

Gratuity Recognised in financial statements as per Actuarial Valuations as on March 31, 2025

Assumptions	As at March 31, 2025		As at March 31, 2024	
Economic Assumptions	Holding	Subsidiary	Holding	Subsidiary
Discount rate	6.93%	7.04%	7.23%	7.25%
Salary escalation	4.00%	10.00%	4.00%	10.00%
Demographic Assumptions				
Retirement Age	58		58	
Mortality rates inclusive of provision for disability	100% of IALM (2012-14)		100% of IALM (2012-14)	
Attrition at Ages	Withdrawal Rate (%)		Withdrawal Rate (%)	
Up to 30 Years	3%	5%	3%	5%
From 31 to 44 years	2%	5%	2%	5%
Above 44 years	1%	5%	1%	5%

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

₹ Lakhs

Movements in present value of the defined benefit obligation	As at March 31, 2025	As at March 31, 2024
Present value of obligation as at the beginning of the period	294.40	272.49
Interest cost	21.29	20.32
Current service cost	52.16	47.40
Past Service Cost including curtailment Gains/Losses	-	0.44
Benefit paid	(43.14)	(29.81)
Actuarial (Gain)/Loss on obligation	7.82	(16.44)
Actuarial (Gain)/Loss on arising from Experience Adjustment	-	-
<b>Liability at the end of the year</b>	<b>332.53</b>	<b>294.40</b>

Movements in the fair value of plan assets	As at March 31, 2025	As at March 31, 2024
Fair Value of plan assets at the beginning of the period / year	-	-
Contribution from the employer	-	-
Actual return on plan assets	-	-
Benefits paid	-	-
Actuarial gain/loss for the year on asset	-	-
<b>Fair value of the plan assets at the end of the period / year</b>	<b>-</b>	<b>-</b>

Amount recognized in the Balance Sheet	As at March 31, 2025	As at March 31, 2024
Present Value of the obligation at end	332.53	294.40
Fair value of plan assets at the end of the period /year	-	-
<b>Unfunded Liabilities recognized in the Balance Sheet</b>	<b>332.53</b>	<b>294.40</b>

Expenses recognized in the Statement of Profit and Loss	As at March 31, 2025	As at March 31, 2024
Current service cost	52.16	47.40
Past Service Cost	-	0.44
Net Interest cost	21.29	20.32
Net actuarial (gain)/loss recognized in the period	7.82	(16.44)



<b>Expense recognized in the Statement of Profit and Loss</b>	<b>81.27</b>	<b>51.72</b>
<b>Other Comprehensive Income</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Net cumulative unrecognized actuarial gain/(loss) opening	-	-
Actuarial gain / (loss) for the year on PBO	(7.82)	16.44
Actuarial gain /(loss) for the year on Asset	-	-
<b>Unrecognized actuarial gain/(loss) at the end of the year</b>	<b>-</b>	<b>-</b>

**Description of plan assets:**

<b>Major categories of plan assets</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Insurer managed fund	-	-

<b>Change in Net benefit Obligations</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Net defined benefit liability at the start of the period	294.40	272.49
Acquisition adjustment	-	0.44
Total Service Cost	52.16	47.40
Net Interest cost (Income)	21.29	20.32
Actuarial (gain)/loss on obligation	7.82	(16.44)
Contribution paid to the Fund	-	-
Benefit paid directly by the enterprise	(43.14)	(29.81)
<b>Net defined benefit liability at the end of the period</b>	<b>332.53</b>	<b>294.40</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

<b>Bifurcation of PBO at the end of year in current and Non Current</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Current liability (Amount due within one year)	113.55	110.33
NonCurrent liability (Amount due over one year)	218.98	184.07
<b>Total PBO at the end of year</b>	<b>332.53</b>	<b>294.40</b>

<b>Sensitivity Analysis of the defined benefit obligation</b>	<b>As at March 31, 2025</b>
a) Impact of the change in discount rate	
Impact due to increase of 0.50 %	(11.35)
Impact due to decrease of 0.50 %	12.33
b) Impact of the change in salary increase	
Impact due to increase of 0.50 %	12.03
Impact due to decrease of 0.50 %	(11.16)

Sensitivities due to mortality and withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors. The above information is certified by the actuary and relied upon by the auditors.

The employer's best estimate of contribution expected to be paid during the next year is Rs. 87.66 lakhs.

**B. Defined Benefit plans – Leave Encashment**

Liability in respect of leave encashment is not applicable since the company pays leave encashment to employees every year.

**C Defined Contribution plans – Provident Fund and ESI**

The Group has recognized Rs. 122.51 lakhs (As on 31 March,2024: Rs. 109.45 lakhs) in statement of profit and loss as the Group contribution to provident fund and ESI.

**36. RELATED PARTY DISCLOSURE**

- Names of the related parties with whom transactions have taken place during the year:

**(A) Key Management Personnel**

Mr. Anil Modi, Managing Director  
Mr. Akshay Modi, Joint Managing Director

**(B) Key Management Personnel (Subsidiary Company)**

Mr. Anil Modi, Director  
Mr. Akshay Modi, Director  
Mr. Ankit Garg, Director

**(C) Relatives of Key Management Personnel**

Mrs. Nita Modi  
Mrs. Aditi Gupta  
Mrs. Neha Agarwal

**(D) Enterprises over which key Management personnel, or his relative, has significant influence. NA**

Note: Related parties are as identified by the company and relied upon by the Auditors.

2. Transactions carried out with related parties referred in 1 above in ordinary course of business:

Nature of Transaction	THIS YEAR (₹ Lakhs)			PREVIOUS YEAR (₹ Lakhs)		
	Referred in 1(A) above	Referred in 1(B) above	Referred in 1(C) above	Referred in 1(A) above	Referred in 1(B) above	Referred in 1(C) above
<b>Expenses:</b>						
Remuneration	132.00	33.20	-	120.00	30.00	-
Perquisites						
Company's Contribution to Provident Fund	7.92	-		7.20	-	
Interest Paid	-	-	-	13.25	-	-
<b>Loan Taken</b>	-	-	-	38.00	-	-

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

<b>Loan Repaid</b>	-	-	-	310.22	-	-
<b>Outstanding Payables:</b>						
Loan (Inc Interest)	-	-	-	-	-	-
Payable	23.70	3.00	-	48.51	4.43	-

**37. Financial Instruments Fair Value and Risk Management**

**A. Financial instruments by Categories**

The carrying value and fair value of financial instruments is as follows

As at 31 March, 2025

Particulars	Measured at amortized cost	Measured at fair value through Other Comprehensive Income	₹Lakhs	
			Total carrying value	Total fair value
Cash and cash equivalents	27.77		27.77	27.77
Bank balances	269.94		269.94	269.94
Trade Receivables non current	34.30		34.30	34.30
Trade Receivables current	4771.31		4771.31	4771.31
Loans and Advances non current	-		-	-
Loans and Advances current	-		-	-
Others	7.08		7.08	7.08
<b>Total</b>	<b>5110.40</b>		<b>5110.40</b>	<b>5110.40</b>
<b>Financial liabilities</b>				
Borrowings current	7800.26		7800.26	7800.26
Borrowings non current	7077.83		7077.83	7077.83
Trade Payable – current	2828.77		2828.77	2828.77
Trade Payable – non current	44.33		44.33	44.33
Other financial Liabilities – non current	58.00		58.00	58.00
Other financial Liabilities – current	98.69		98.69	98.69
<b>Total</b>	<b>17907.88</b>		<b>17907.88</b>	<b>17907.88</b>

As at 31 March, 2024

₹Lakhs

Particulars	Measured at amortized cost	Measured at fair value through Other Comprehensive Income	Total carrying value	Total fair value
Cash and cash equivalents	34.98		34.98	34.98
Bank balances	118.77		118.77	118.77
Trade Receivables non current	35.31		35.31	35.31
Trade Receivables – current	2733.76		2733.76	2733.76
Loans and Advances non current	-		-	-
Loans and Advances current	-		-	-
Other	2.22		2.22	2.22
<b>Total</b>	<b>2925.04</b>		<b>2925.04</b>	<b>2925.04</b>
<b>Financial liabilities</b>				
Borrowings current	8383.81		8383.81	8383.81
Borrowings non current	8569.52		8569.52	8569.52
Trade Payable – current	2540.52		2540.52	2540.52
Trade Payable – non current	45.92		45.92	45.92
Other financial Liabilities – non current	58.00		58.00	58.00
Other financial Liabilities – current	88.16		88.16	88.16
<b>Total</b>	<b>19685.93</b>		<b>19685.93</b>	<b>19685.93</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Valuation techniques used to determine fair value

Fair value of cash and cash equivalents, loans and advances, receivables, payables, and other current financial assets and liabilities measured at amortized cost is approximate to their carrying amounts largely due to the shortterm maturities of these instruments. The fair value of other noncurrent financial assets (Loans and advances) carried at amortized cost is approximately equal to fair value. Hence carrying value and fair value is taken same.

### B. Financial risk management

The Group Board of Directors has overall responsibility for the establishment and oversight of the Group risk management framework. The Board of directors is responsible for developing and monitoring the Group risk management policies.

The Group risk management policies are established to identify and analyze the risk faced by the Group, to set appropriate risks limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in the market condition and Group Activities.

The Group Board of Directors oversee how management monitors compliances with the Group risk management policies and procedures and reviews the adequacy of the risk management framework in relation to risks faced by the Group.

### Financial risk factors

The Group activities expose it to a variety of financial risks which includes market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Group's focus is to ensure liquidity which is sufficient to meet the Group's operational requirements. The Group monitors and manages key financial risks so as to minimize potential adverse effects on its financial performance. The Group has a risk management policy which covers the risks associated with the financial assets and liabilities. The details for managing each of these risks are summarized ahead.

#### (i) Market Risk:

Market risk is the risk that the expected cash flows or fair value of a financial instrument could change owing to changes in market prices. The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates, interest rates and commodity prices. The objective of the market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the returns.

#### (ii) Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group. The Group's exposure to credit risk primary arises from trade receivables, which are typically unsecured. A part from this, the Group is exposed to credit risk from its financing activities including deposit with banks and security deposits. The credit risk on bank balances is limited because the counter parties are banks with good credit ratings.

Financial assets are written off when there is no reasonable expectation of recovery. Where the loans and receivables were written off and subsequently recoveries are made, these are recognised as an income in the financial statements.

#### Trade Receivables

Credit risk is managed through credit approvals, establishing credit limits, continuous monitoring of creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group also assesses the financial reliability of customers taking into account the financial condition, current economic trends and historical bad debts and ageing of accounts receivables.

#### Cash & Cash Equivalents

With respect to credit risk arising from financial assets which comprise of cash and cash equivalents, the Group's risk exposure arises from the default of the counter party, with a maximum exposure equal to the carrying amount of these financial assets at the reporting date. Since the counter party involved is a bank, Group considers the risks of non performance by the counter party as nonmaterial.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Exposure to Credit Risk

#### Financial assets to which loss allowances measured using life time months expected credit loss

Ageing analysis of Trade Receivables is as under

		₹ Lakhs
Particulars	As at 31.03.2025	As at 31.03.2024
More than six months	444.50	498.15
Upto Six Months	4361.11	2270.92
TOTAL	4805.61	2769.07
Expected credit loss allowance	Nil	Nil

Financial assets to which loss allowances measured using 12 months expected credit loss

For financial assets (other than trade receivables), expected credit losses are measured at an amount equal to the 12month ECI, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECI. The Group does not have any expected credit loss on financial assets which are measured on 12 month ECI and also has not observed any significant increase in credit risk since initial recognition of the financial assets.

### iii) Liquidity risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. The Group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

#### Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

As at 31.03.2025		₹ Lakhs	
Particulars	Less than 1 year	1 to 5 years	Total
Non-Current borrowings	-	7077.83	7077.83
Current borrowings	7800.26	-	7800.26
Trade payables	2873.10	-	2873.10
Other financial liabilities – non current	-	58.00	58.00
Other financial liabilities – current	98.69	-	98.69

As at 31.03.2024		₹ Lakhs	
Particulars	Less than 1 year	1 to 5 years	Total
Non-Current borrowings	-	8569.52	8569.52
Current borrowings	8383.81	-	8383.81
Trade payables	2586.44	-	2586.44
Other financial liabilities – non current	-	58.00	58.00
Other financial liabilities – current	88.16	-	88.16

## 38. Capital Management

The Group manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimization of the debt and equity balance. The capital structure of the Group consists of net debt and total equity.

The Group determines the amount of capital required on the basis of annual as well as long term operating plans and other strategic investment plans. The funding requirements are met through longterm /shortterm borrowings. The Group monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	Note	₹ Lakhs	
		As at 31 March, 2025	As at 31 March, 2024
Borrowings Non-Current	13	7077.83	8569.52
Borrowings-Current	13	7800.26	8383.81
Less Cash and bank balances	9 and 10	(297.71)	(153.75)
<b>Net debt</b>		<b>14580.38</b>	<b>16799.58</b>
<b>Total equity</b>	11 and 12	<b>12155.41</b>	<b>9061.77</b>
<b>Capital and Net debt</b>		<b>26735.79</b>	<b>25861.35</b>
<b>Gearing Ratio (%)</b>		<b>54.54%</b>	<b>64.96%</b>

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interestbearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to call loans and borrowings or charge some penal interest. There have been no breaches in the financial covenants of any interestbearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the current year.

### 39. Operating Segment

The Holding company sole business segment is manufacturing, and marketing of Oils & De-oiled Cakes and the geographical segment is India. And the Subsidiary company is a single segment company operating in the business of Manufacturing of chemicals and chemical products. Consequently, no separate disclosure, as required under Indian Accounting Standard 108 – Operating Segment, is considered relevant.

### 40. Amount paid/payable to Auditors (included under Other Expenses)

₹ Lakhs		
	This Year	Previous Year
As Audit Fee	7.25	7.25
For Tax Audit	2.10	2.00
For Taxation Work	1.50	0.43
<b>TOTAL</b>	<b>10.85</b>	<b>9.68</b>

### 41. Additional information:

#### 41.1 Sales of Products comprises of:

₹ Lakhs		
	2024-25	2023-24
<b>Manufactured Goods</b>		
Oils	25448.55	25496.03
Deoiled Rice Bran	6558.66	8680.00
Ethanol	30275.09	3903.04
Fatty	196.76	177.96
Others	607.64	692.96
<b>Total – Sale of Manufactured Goods</b>	<b>63086.70</b>	<b>38949.99</b>
<b>Trading Goods:</b>		
Oils	-	13.21
Others	720.39	577.07
<b>Total – Sale of Traded Goods</b>	<b>720.39</b>	<b>590.28</b>
<b>Total Sales</b>	<b>63807.09</b>	<b>39540.27</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 41.2 Closing Stock of Finished Goods

	₹ Lakhs	
	2024-25	2023-24
<b>Manufactured Goods</b>		
Oils	3685.90	3248.03
Deoiled Rice Bran	151.26	661.83
Ethanol	139.01	894.49
Others	984.44	181.12
Fatty	79.52	112.27
<b>Total</b>	<b>5040.13</b>	<b>5097.74</b>
<b>Trading Goods:</b>		
Oils	-	-
Other	202.74	185.97
<b>Total</b>	<b>202.74</b>	<b>185.97</b>

### 41.3 Material Consumed

	₹ Lakhs	
	2024-25	2023-24
<b>Particulars</b>		
A. Raw Material		
Rice Bran	12342.68	12457.24
Oils	9428.48	10902.88
Broken Rice	4616.03	3222.91
Maize	19268.74	801.19
Others	262.57	276.73
<b>Total</b>	<b>45918.50</b>	<b>27660.95</b>
B. Chemical		
Hexane	119.61	118.60
Activated Earth	89.96	136.41
Others – for Ethanol	794.16	151.45
Others	72.82	139.67
<b>Total</b>	<b>1076.55</b>	<b>546.13</b>

### 41.4 Purchase of Stock in Trade

	₹ Lakhs	
	2024-25	2023-24
<b>Particulars</b>		
Oils	1.07	7.36
Others	674.43	635.24
<b>Total</b>	<b>675.50</b>	<b>642.60</b>

### 41.5 Value of import on CIF/F.O.B basis of –

	₹ Lakhs	
	2024-25	2023-24
(1) raw material	1874.18	1558.04
(2) Capital Goods	-	-

### 41.6 Expenditure in Foreign Currency

	2024-25	2023-24
Travelling Expenses	13.34	5.06
Other Expenses	-	-

### 41.7 Earning in foreign currency

	2024-25	2023-24
Value of Export of F.O.B. basis	47.53	76.18

### 41.8 Value of imported and indigenous raw materials, stores, components and spare parts consumed:

	₹ Lakhs			
	For the year ended 31.03.2025		For the year ended 31.03.2024	
	Amount	%	Amount	%
(i) <b>Raw Material</b>				
a. Imported	2663.83	5.80	1612.27	5.83
b. Indigenous	43254.67	94.20	26048.68	94.17
<b>Total</b>	<b>45918.50</b>	<b>100.00</b>	<b>27660.95</b>	<b>100.00</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### (ii) Packing Material

a. Imported	15.87	1.71	14.87	1.54
b. Indigenous	912.72	98.29	949.67	98.46
<b>Total</b>	<b>928.59</b>	<b>100.00</b>	<b>964.54</b>	<b>100.00</b>
(iii) Chemicals				
a. Imported	-	-	-	-
b. Indigenous	1076.55	100.00	546.13	100.00
<b>Grand Total (i)+(ii)+(iii)</b>	<b>47923.64</b>		<b>29171.62</b>	

### 42. The following are analytical ratios:

Particulars	Numerator	Denominator	31 <sup>st</sup> March 2025	31 <sup>st</sup> March 2024	Variance %	Refer Note
(a) Current Ratio (in times)	Current Assets	Current Liabilities	1.22	1.24	(1.61)	
(b) DebtEquity Ratio (in times)	Total Debt	Shareholder's Equity	1.22	1.87	(34.76)	(i)
(c) Debt Service Coverage Ratio (in times)	Earnings available for debt service (*)	Debt Service (**)	2.76	1.21	128.10	(ii)
(d) Return on Equity Ratio, (%)	Net Profits after Taxes	Shareholder's Equity	25.45	(1.34)	(1999.25)	(iii)
(e) Inventory turnover ratio (in times)	Revenue from Operations	Average Inventories	7.37	4.43	66.37	(iv)
(f) Trade Receivables turnover ratio (in times)	Revenue from Operations	Average Trade Receivables	17.50	16.85	3.86	
(g) Trade payables turnover ratio (in times)	Total Purchases	Average Trade Payables	17.51	12.98	34.90	(v)
(h) Net capital turnover ratio (in times)	Revenue from Operations	Working Capital	22.88	13.25	72.68	(vi)
(i) Net profit ratio, (%)	Net Profit before Taxes	Revenue from Operations	5.91	(0.44)	(1443.18)	(vii)
(j) Return on Capital employed, (%)	Earnings before interest and taxes	Capital Employed (#)	24.20	2.94	723.13	(viii)
(k) Return on investment	Income generated from long term investments	Average long-term investments	NA	NA	NA	

- (\*) Earnings available for debt service = Profit after Tax before depreciation and interest on long term borrowings  
 (\*\*) Debts Service = Repayment of longterm borrowings and Gross Interest on long term borrowings  
 (#) Capital Employed = Total book value of all assets less current liabilities

### Explanation for variance exceeding 25%:

- (i) Debt Equity ratio has decreased due to decrease in debts and increase in shareholder's equity.
- (ii) Debt Service Coverage ratio has increased due to increase in earnings available for debt service.
- (iii) Return on Equity Ratio has increased due to increase in profits.
- (iv) Inventory Turnover Ratio has increase due to increase in revenue from operations.
- (v) Trade payables turnover ratio has increased due to increase in purchases.
- (vi) Net capital turnover ratio has increased due to increase in revenue from operations.
- (vii) Net Profit ratio has increased due to increase in profits.
- (viii) Return on capital employed ratio has increased due to increase in Earnings Before Interest and Taxes.

Since, during the previous year, the Subsidiary Company has commissioned its Ethanol Plant as operational business w.e.f. 25th October, 2023. Hence, current year ratios of the group are not comparable with previous year.

### 43. Additional Regulatory Information as required by Schedule III of Companies Act, 2013

- (a) There are no proceedings which have been initiated or pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988.
- (b) Title deeds of immovable properties are held in the name of the Group.
- (c) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (c1) The Group have used accounting software's for maintaining its books of account, which have a feature of recording audit

trail facility and the same has operated throughout the year for all relevant transactions recorded in the respective software's.

- (d) The Group has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (e) The Group has used the borrowings from banks and financial institutions for the purpose for which it was taken at the balance sheet date.
- (f) There are no transactions not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (g) There are no Loans or Advances in the nature of Loans granted to promoters, directors, KMPs and the related parties, either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.
- (h) The company has borrowings from bank on the basis of security of current assets, and quarterly returns or statements of current assets filed by the Company with banks or financial institutions are generally in agreement with the books of accounts.
- (i) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) 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
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (j) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (k) The Group does not have any transactions with companies struck off.
- (l) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (m) The Group has complied with the number of layers for its holdings in downstream companies prescribed under clause 87 of section 1 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

#### 44. Approval of financial statements

The financial statements for the year ended 31 March, 2025 were approved by the Board of Directors and authorize for issue on 28th May, 2025.

As per our report of even date attached  
for **Doogar & Associates**  
Chartered Accountants  
FRNo. 00561N

Sd/-  
**(Mukesh Goyal)**  
Partner  
M No.: 081810

**Anil Modi**  
**Akshay Modi**  
**Pradeep Kapoor**  
**Rajan Kumar Singh**

for and on behalf of the Board  
Sd/-

**DIN:00187078** *Chairman & Managing Director*  
**DIN:03341142** *Jt. Managing Director*  
**PAN:ATEPK2474R** *Chief Financial Officer*  
**M.No.:A42105** *Company Secretary*

New Delhi, 28<sup>th</sup> May 2025



**Green Initiative in Corporate Governance: Register e-mail Address**

The Ministry of Corporate Affairs has now permitted companies to send various notices/documents under the Companies Act, 2013 to its shareholders, through electronic mode. We request the Members to support this initiative and register their e-mail addresses in respect of shares held in: (1) dematerialized mode, with their Depository Participants; and (2) physical mode with Skyline Financial Services Private Limited (RTA). Please quote the following particulars in the e-mail Registration Request: Folio No./DPID-Client ID, PAN, Names (s) of Registered Holder(s), Address, Telephone and e-mail Address (to be registered for sending future communications through e-mail).