

HERITAGE NOVANDIE

— — FOODS LIMITED — —

9<sup>TH</sup>

ANNUAL  
REPORT

2025-26

## **NOTICE**

**NOTICE** is hereby given that the Ninth (9<sup>th</sup>) Annual General Meeting (“AGM”) of the members of Heritage Novandie Foods Limited (Formerly known as Heritage Novandie Foods Private Limited) will be held on Thursday, July 16, 2026, at 12:00 Noon (IST) at the registered office of the Company situated at Part-C of 3<sup>rd</sup> Floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana- 500033, India, to transact the following business:

### **ORDINARY BUSINESS**

#### **1. To receive, consider and adopt:**

The Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, the Reports of the Board of Directors and Auditors’ thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the Auditors thereon and reports of the Board of Directors for the financial year ended March 31, 2026, as circulated to the members be and are hereby received, considered and adopted.”

#### **2. Re-appointment of Director Retiring by Rotation:**

To appoint a Director in place of Smt. Brahmani Nara (DIN: 02338940), Non-executive and Non-Independent Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Smt. Brahmani Nara (DIN: 02338940), Non-executive and Non-Independent Director of the Company, who retires by rotation at this Annual General meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company.”

### **SPECIAL BUSINESS**

#### **3. Appointment of Mrs. Aparna Surabhi (DIN: 01641633) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the said Act (including any statutory modifications and re-enactment thereof for the time being in force), Article of Association of the Company, Mrs. Aparna Surabhi (DIN: 01641633), who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive Independent Director of the Company pursuant to Section 161, Section 149 of the Act, and in respect of whom the Company has received a notice in writing from member under Section 160(1) of the Act proposing her candidature for the office of Director and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that she meets

the criteria for independence as provided in the Act and who being eligible offers herself for re-appointment and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members, be and is hereby accorded for the appointment of Mrs. Aparna Surabhi (DIN: 01641633), as Non-Executive Independent Director of the Company to hold office for the first term of 5 consecutive years with effect from date of her original appointment by the board i.e. March 23, 2026 to March 22, 2031 (both days inclusive) or

till the end of her tenure as Non-Executive Independent Director in the Board of the Holding Company,  
M/s. Heritage Foods Limited, whichever is earlier and she shall not be liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any queries, question, difficulty or doubt that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary and expedient and desirable for the purpose of giving effect to the this resolution.”

#### **4. Approval of Related Party Transactions:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactments thereof, approval of the members of the Company be and is hereby accorded for entering into Related Party Transactions with holding Company i.e., Heritage Foods Limited during the financial year 2026-27, based on the expected value of transactions of Rs.50 Million, which is in excess of 10% of the turnover of the Company for FY 2025-26.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

#### **Registered Office:**

Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot  
No. 1286, Road No. 1 & 65, Jubilee Hills,  
Hyderabad, Telangana - 500033 India  
CIN: U74999TG2017PLC120860

By order of the Board  
For **Heritage Novandie Foods Limited**

Place: Hyderabad  
Date: May 8, 2026

**Shraddha Prasad**  
Company Secretary  
M. No. ACS 78300

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL BE AVAILABLE FOR THE AGM AND HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE ANNEXED HERETO.**
2. **MEMBERS / PROXIES SHOULD PRODUCE AT THE ENTRANCE OF THE VENUE DULY FILLED ATTENDANCE SLIP FOR ATTENDING THE MEETING.**
3. Members are requested to notify immediately any change in their address to the Company.
4. Corporate Member(s) intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In terms of the provisions of Section 152(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and as recommended by the Board of Directors of the Company, Smt. Nara Brahmani (DIN: 02338940), Non-executive Director of the Company liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommend for her reappointment as a Non-Executive Director of the company
6. Pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013, Mrs. Aparna Surabhi (DIN: 01641633) was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive Independent Director to hold office till this 09th Annual General Meeting and being eligible offers herself for re-appointment as Non-executive and Independent Director. The Board of Directors of the Company recommends for his re-appointment as Non-executive and Independent Director, not liable to retire by rotation.
7. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is provided in the Notice.
8. All communication relating to shares are to be addressed to the Company.
9. The Ministry of Corporate Affairs has announced a "Green Initiative in Corporate Governance" thereby allowing paperless compliance through electronic mode. The Company supports this environment friendly initiative of the Government of India and proposes to send notices for General Meetings/Annual Reports/Other Shareholders Communication through electronic mode to the e-mail addresses which are registered with the Company for this purpose from time to time. For members who have not registered their e-mail addresses, physical copies of Annual Report 2025-26 are being sent by the permitted mode.

Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. In cases where any member has not registered his/ her e-mail address with the company are requested to register as soon as possible.

10. M/s. Walker Chandio & Co LLP, Chartered Accountants (FRN 001076N/500013) were appointed as Statutory Auditor of the Company at the Annual General Meeting held on 21<sup>st</sup> July, 2025 to hold office till the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company to be held in the year 2031.

Pursuant to notification no: G.S.R 432(E) issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending Section 139 of the Companies Act, 2013 and the Rules framed there under, the mandatory requirement for ratification of appointment of Statutory Auditor by the members at the every Annual General Meeting (AGM) has been omitted and hence the Board is not proposing to the members for ratification of appointment of Statutory Auditors at this AGM. The Board of Directors are empowered to fix the remuneration of the Statutory Auditor on yearly basis.

11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') will be available for inspection by the members at the AGM.

12. The Route Map of the Venue of the meeting is attached at the end of the Annual Report.

**Registered Office:**

Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana - 500033 India  
CIN: U74999TG2017PLC120860

By order of the Board  
For **Heritage Novandie Foods Limited**

Place: Hyderabad  
Date: May 8, 2026

**Shraddha Prasad**  
Company Secretary  
M. No. ACS 78300

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

**Item No. 3: Appointment of Mrs. Aparna Surabhi (DIN: 01641633) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years**

Mrs. Aparna Surabhi (DIN: 01641633) was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board at their Meeting held on March 23, 2026. As per the board resolution passed for appointing her as an additional director, she will hold office until the date of the ensuing Annual General Meeting (AGM) to be held on July 16, 2026, in accordance with the provisions of Section 161(1) of the Companies Act, 2013.

The Board of Directors at its meeting held on March 23, 2026, has proposed the appointment of Mr. Mrs. Aparna Surabhi (DIN: 01641633) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from March 23, 2026 to March 22, 2031 (both days inclusive), not liable to retire by rotation, for the approval of the members by way of a Ordinary Resolution. She being a nominee representing the holding company viz. Heritage Foods Limited Board, the tenure of her appointment shall align with the tenure on the Board of the holding company or the Company, whichever ends earlier.

Mrs. Aparna Surabhi (DIN:01641633) is a Fellow Member of the Institute of Chartered Accountants of India and holds a Bachelor of Commerce and a Bachelor of Law from Bombay University. Smt. Surabhi, a seasoned finance professional with over 33 years of experience in auditing across various sectors, has

been a practising Chartered Accountant since 1991. She has also served as a consultant to numerous start-ups, offering strategic financial and compliance guidance. She currently serves as the Chief Financial Officer (CFO) and Chief Human Resources Officer (CHRO) at Caliber Technologies Private Limited.

Mrs. Aparna Surabhi (DIN:01641633), in respect of whom the Company has received a notice in writing from member under Section 160(1) of the Act proposing her candidature for the office of Director, has submitted her consent to act as Non-Executive Independent Directors in Form DIR-2 and declaration confirming that she is not disqualified under Section 164 of the Companies Act, 2013, a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Mrs. Aparna Surabhi (DIN:01641633), has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her membership registration with the Data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mrs. Aparna Surabhi (DIN:01641633) fulfils the conditions specified in the Act, rules made thereunder and the SEBI Listing Regulations for appointment as Non-Executive Independent Director and that she is independent of the Management.

The Board after taking into consideration the skills, expertise and competencies required for in the context of the business and sectors of the Company and recommended the association of Mrs. Aparna Surabhi (DIN:01641633) as a Non-Executive Independent Director would be in the best interest of the Company.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Aparna Surabhi (DIN: 01641633) are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 (Special business) of the accompanying Notice.

The Board recommends the Ordinary Resolution set out in Item No. 3 (Special Business) of the accompanying Notice for approval of the members.

#### **Item No. 4: Approval of Related Party Transactions:**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case of certain material transactions with related parties which exceed such sum as is specified in the said Rules. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the turnover of the Company, as per the last audited financial statements of the Company.

The Company has entered into a contract manufacturing agreement with the holding company for manufacturing of Yogurt and Dairy Products under the brand Name of "Livo" and such other brand name as may be decided has arrangements with M/s Heritage Foods Limited, and is expected to have transactions during the FY 2026-27 with M/s Heritage Foods Limited, the expected value of transaction shall be around Rs. 5 Crore for the Financial Year 2026-27, which are anticipated to exceed 10% of the turnover of the Company during the preceding financial year ended 31<sup>st</sup> March, 2026 (i.e. 4.04 Crore).

Thus, these transactions being related party transaction would require the approval of the Members by way of Ordinary Resolution.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014 as amended from time to time, the details in relation to the transactions with related parties, are as under:

S. No.	Name of Related Party and nature of relationship	Nature of Transaction	Tentative Amount of Transaction for FY 2026-27 (Amount in Crore)
1	Heritage Foods Limited Holding company	Manufacturing of Yogurt and Dairy Products under the brand Name of "Livo" and such other brand name as may be decided.	5 crore

**Name of the Related Party:** Heritage Foods Limited

The Indicative base price or current contracted price depends upon the terms of contract.

**Name of Director/ key managerial personnel (KMP) who is related:** Mr. AV Girija Kumar, Mrs. Nara Brahmani, Mrs. Aparna Surabhi are related as they are also directors and KMP respectively on the board of the Holding Company.

**Nature of Relationship:** Heritage Foods Limited is a Holding company and holds 94.40% of the share capital of the company

**Nature, Material Terms, Monetary value and particulars of the contract or arrangement:** The Company purchases from holding company the raw material to manufacture the Yogurt and Dairy Products under the brand Name of "Livo" and such other brand name as may be decided and the said transactions during the FY 2026-27 with an expected value of transactions shall be around Rs.5/- Crore (Five Crore Rupees only) which is expected to exceed 10% of the turnover of the Company for the FY 2025-26.

**Any Other Information relevant or important for the Members to take decision on the proposed resolution:** The Purchase price for the products shall be decided and as per the prices mentioned in the agreement.

No Shareholder of the Company except Heritage Foods Limited are related party or having interest in the Ordinary Resolution as set out at Item No. 4 (Special Business) of the Notice.

Except Mr. A V Girija Kumar, Mrs. Nara Brahmani and Mrs. Aparna Surabhi, who are also on the Board of Heritage Foods Limited and their relatives to the extent of their shareholding or directorship, none of the Directors and their respective relatives is concerned or interested, financial or otherwise, in the resolution at Item No. 4 (Special Business)

Your Directors recommend the resolution set forth in Item No. 4 (Special Business) as Ordinary Resolution for the approval of the members.

**Registered Office:**

Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana - 500033 India  
CIN: U74999TG2017PLC120860

By order of the Board  
For **Heritage Novandie Foods Limited**

Place: Hyderabad  
Date: May 8, 2026

**Shraddha Prasad**  
Company Secretary  
M.No. ACS 78300

**Annexure-1****Information of Director seeking appointment under the Companies Act, 2013, and Clause 1.2.5 of Secretarial Standard-2**

Brief resume of the Directors, nature of their expertise in specific functional areas, names of Companies in which he/she hold directorships and chairmanships of Board/Committees and their shareholding in the Company are provided below:

**Mrs. Aparna Surabhi**

<b>Name of the Director</b>	<b>Mrs. Aparna Surabhi</b>																																																						
DIN	01641633																																																						
Category of Director	Non-executive Independent Director																																																						
Date of Birth (age)	20th August 1967, 58 years																																																						
Date of First Appointment	March 23, 2026																																																						
Nationality	Indian																																																						
Profile / Qualifications & Experience	Mrs. Aparna Surabhi is a Fellow Member of the Institute of Chartered Accountants of India and holds a Bachelor of Commerce and a Bachelor of Law from Bombay University. Mrs. Surabhi, a seasoned finance professional with over 33 years of experience in auditing across various sectors, has been a practising Chartered Accountant since 1991. She has also served as a consultant to numerous start-ups, offering strategic financial and compliance guidance. She currently serves as the Chief Financial Officer (CFO) and Chief Human Resources Officer (CHRO) at Caliber Technologies Private Limited.																																																						
Terms and Conditions of Appointment/Re-appointment	Appointment as a Non- Executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from March 23, 2026 to March 22, 2031 (both days inclusive) or end of the term as Non-Executive Independent Director in the Holding Company whichever is earlier and not liable to retire by rotation.																																																						
Remuneration Last drawn	NA																																																						
Number of Meetings of the Board attended during the year	NA																																																						
List of Directorships held in other companies	<table border="1"> <thead> <tr> <th colspan="4"><b>Listed Public Company</b></th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Heritage Foods Limited (CIN: L15209TG1992PLC014332)</td> <td></td> <td></td> </tr> <tr> <td>2</td> <td>Medplus Health Services Limited(CIN: L85110TG2006PLC051845)</td> <td></td> <td></td> </tr> <tr> <td>3</td> <td>HBL Engineering Limited (CIN: L40109TG1986PLC006745)</td> <td></td> <td></td> </tr> <tr> <th colspan="4"><b>Public Company</b></th> </tr> <tr> <td>4</td> <td>Heritage Nutrivet Limited (CIN: U15400TG2008PLC062054)</td> <td></td> <td></td> </tr> <tr> <td>5</td> <td>Heritage Novandie Foods Limited (CIN: U74999TG2017PLC120860)</td> <td></td> <td></td> </tr> <tr> <td>6</td> <td>Peanutbutter and Jelly Limited (CIN: U15400MH2022PLC377342)</td> <td></td> <td></td> </tr> <tr> <th colspan="4"><b>Private Company</b></th> </tr> <tr> <td>7</td> <td>Caliber Technologies Private Limited (CIN: U72200TG2001PTC036562)</td> <td></td> <td></td> </tr> <tr> <td>8</td> <td>Pharmaclan Consulting Private Limited (CIN: U74900TG2015PTC099441)</td> <td></td> <td></td> </tr> <tr> <td>9</td> <td>Optival Health Solutions Private Limited (CIN: U85110TG2005PTC046821)</td> <td></td> <td></td> </tr> <tr> <td>10</td> <td>Hyperglo Technologies Private Limited (CIN: U72900KA2018PTC117958)</td> <td></td> <td></td> </tr> </tbody> </table>			<b>Listed Public Company</b>				1	Heritage Foods Limited (CIN: L15209TG1992PLC014332)			2	Medplus Health Services Limited(CIN: L85110TG2006PLC051845)			3	HBL Engineering Limited (CIN: L40109TG1986PLC006745)			<b>Public Company</b>				4	Heritage Nutrivet Limited (CIN: U15400TG2008PLC062054)			5	Heritage Novandie Foods Limited (CIN: U74999TG2017PLC120860)			6	Peanutbutter and Jelly Limited (CIN: U15400MH2022PLC377342)			<b>Private Company</b>				7	Caliber Technologies Private Limited (CIN: U72200TG2001PTC036562)			8	Pharmaclan Consulting Private Limited (CIN: U74900TG2015PTC099441)			9	Optival Health Solutions Private Limited (CIN: U85110TG2005PTC046821)			10	Hyperglo Technologies Private Limited (CIN: U72900KA2018PTC117958)		
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Chairman/Member of	<b>Name of the Company</b>	<b>Committee</b>	<b>Member/</b>																																																				

the Committees of the Boards of other companies in which he is Director as on 08-05-2026			<b>Chairman</b>
	<b>Listed Companies</b>		
	M/s MedPlus Health Services Limited (CIN:L85110TG2006PLC051845)	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Risk Management Committee	Member
		Corporate Social Responsibility Committee	Chairperson
	M/s. HBL Engineering Limited (CIN:L40109TG1986PLC006745)	Audit Committee	Member
		Nomination & Remuneration Committee	Member
	M/s Heritage Foods Limited (CIN:L15209TG1992PLC014332)	Audit Committee	Chairperson
		Nomination & Remuneration Committee	Member
		Stakeholder relationship committee	Chairperson
		Risk Management Committee	Member
		Management Committee	Member
	<b>Unlisted Public Companies</b>		
	Heritage Nutrivet Limited (CIN:U15400TG2008PLC062054)	Audit Committee	Chairperson
		Nomination & Remuneration Committee	Member
	Optival Health Solutions PvtLtd (CIN:U85110TG2005PTC046821)	Audit Committee	Chairperson
Heritage Novandie Foods Limited (CIN:U74999TG2017PLC120860)	Audit Committee	Chairperson	
	Nomination & Remuneration Committee	Member	
Chairman/Member of the Committees of the Boards of other listed companies resigned in past three financial years	Nil		
Shareholding in the Company	Nil		
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.	None		

Registered Office:  
Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana - 500033 India  
CIN: U74999TG2017PLC120860

By order of the Board  
For Heritage Novandie Foods Limited

Place: Hyderabad  
Date: May 8, 2026

Shraddha Prasad  
Company Secretary  
M.No. ACS 78300

**BOARD'S REPORT****Dear Members,**

The Board of Directors are pleased to present the Ninth (9<sup>th</sup>) Annual Report of the business and operations of your Company ["Heritage Novandie Foods Limited (Formerly known as Heritage Novandie Foods Private Limited)"] together with Audited Statements of Accounts for the year ended March 31, 2026.

**1. Financial Highlights:**

During the year under review, performance of your company is as under:

(Rs. in millions)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Turnover	40.46	68.90
Profit/(Loss) before taxation	(63.43)	(254.63)
<b>Profit/(Loss) after tax</b>	<b>(63.43)</b>	<b>(254.63)</b>

**2. Company's affairs and future outlook:**

During the year under review, the Board of Directors of Heritage Foods Limited approved amendments to the Joint Venture Agreement with Novandie and the Company. Pursuant to the revised arrangements, the Brand Licensing Agreement for the "Mamie Yova" brand was terminated and the Company discontinued the manufacture and sale of products under the said brand.

Further, Heritage Foods Limited acquired 71,00,000 equity shares held by Novandie, increasing its shareholding in the Company from 50% to 94.40%. Consequently, the Company became a subsidiary of Heritage Foods Limited under the Companies Act, 2013. The Company's name was changed from Heritage Novandie Foods Limited (CIN: U74999TG2017PTC12086) to Heritage Novandie Foods Limited (CIN: U74999TG2017PLC12086).

The Company continues to undertake contract manufacturing of products under the "Livo" brand for Heritage Foods Limited.

During the year, the Company recorded a total income of Rs.43.70 million and incurred expenses of Rs.107.13 million, resulting in a net loss of Rs.63.43 million. The Company is currently evaluating future business opportunities aligned with the strategic objectives of its holding company.

**3. Share Capital:**

The Authorized Share capital of the Company as on March 31, 2026 was ₹ 16,00,00,000/- (Rupees sixteen Crores only) divided into 1,60,00,000 equity shares @10/- each and Issued, Subscribed, Paid-up Equity Share Capital as on March 31, 2026 was ₹ 15,99,06,780/- (Rupees Fifteen Crore Ninety-Nine Lakh Six Thousand Seven Hundred and Eighty Only) divided into 1,59,90,678 equity shares of ₹ 10/- each.

During the year under review, the Company has not issued any shares with differential voting rights, not granted any stock options and not issued any sweat equity share to its employee(s)/director(s). As on March 31, 2026, none of the Directors of the Company holds any instruments convertible into equity shares of the Company.

**4. Transfer to General Reserves:**

Your directors do not propose to transfer any amount to General Reserves for the financial year ended March 31, 2026.

**5. Compliance with the provisions of Secretarial Standard-1 and Secretarial Standard-2:**

The applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, have been duly complied by the Company.

**6. Particulars of Contract or Arrangements made with Related Parties:**

The particulars of contracts or arrangements with related parties as per the Section 188 of the Companies Act, 2013 entered by the Company during the financial year ended March 31, 2026 in prescribed Form AOC-2, as required to be provided under section 134(3)(h) of the Companies Act, 2013, annexed to this Board's Report (**Annexure-I**).

Further, there were no materially significant related party transactions held during the FY 2025-26 with Promoters, Directors and their relatives, or any other related parties which may have potential conflict with interest of the company at large. The details of the related party transactions during the year are part of the notes on Accounts forming part of the Annual Report.

**7. Annual Return:**

Pursuant to section 92(3) read with 134(3)(a) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Annual Return for FY 2025-26 will be hosted on the Company's website [https://www.heritagefoods.in/subsidiaries/hnfpl\\_annualreturn](https://www.heritagefoods.in/subsidiaries/hnfpl_annualreturn) after the Annual Return is filed with the Jurisdictional ROC.

**8. Dividend:**

During the year under review the Company has not declared any interim dividend and not proposed any Final dividend.

**9. Investor Education And Protection Fund (IEPF):**

As per the provisions of Section 125 of the Companies Act, 2013 read with relevant rules made there under, no amount was required to be transferred by the Company in IEPF during the year under review.

**10. Composition of Board of Directors/KMP and changes, if any:**

The board of directors of the company as on date of this report consist of 4 Non- Executive Directors including 2 Non-executive Independent Directors:

**A. Appointments:**

- i. Mr. Rajesh Thakur Ahuja (DIN:00371406) was appointed as an Additional Director (Non-Executive and Independent) with effect from June 27, 2025, and the same has been approved by the board of directors at its meeting held on June 27, 2025.

Further, the proposal for regularization of his appointment as an Independent Director for a period of five years, from June 27, 2025 to June 26, 2030 or co-terminus with the term in the Holding Company, whichever is earlier, was placed before the members of the Company. The members approved the same at the Annual General Meeting held on July 22, 2025.

- ii. Mr. Amol V Rinkey was appointed as Chief Executive Officer) with effect from July 16, 2025.
- iii. Mr. Mahesh Kumar was appointed as Chief Executive Officer) with effect from July 16, 2025.
- iv. Mr. Samarth Barhaiya (M.No.: ACS 76897) was appointed as Company secretary of the company with effect from August 25, 2025.
- v. Mr. Kailas Shinde was appointed as Chief Executive Officer) with effect from October 01, 2025.
- vi. Ms. Shraddha Prasad (M.No.: ACS 78300) was appointed as Company secretary with effect from December 26, 2025.
- vii. Mrs. Aparna Surabhi (DIN:01641633) was appointed as an Additional Director (Non-Executive and Independent) with effect from March 23, 2026.

Further, the proposal for regularization of her appointment as an Independent Director for a period of five years, from March 23, 2026 to March 23, 2031, or co-terminus with the term in the Holding Company, whichever is earlier, is placed by the board of Directors at its meeting to be held on May 08, 2026, subject to the approval of the members of the company at its ensuing AGM for the FY 2025-26.

**B. Resignations:**

- i. Mr. Hays Jean Yves (DIN: 09702017) tendered his resignation from the office of Director with effect from June 12, 2025.
- ii. The Board of Directors, at its meeting held on July 14, 2025, approved the relieving of Mr. Ahaenath Kumar from the position of Chief Executive Officer with effect from July 15, 2025.
- iii. Mr. Rahul Singh (M. No.: ACS 72811) , Company Secretary of the company tendered his resignation with effect from July 15, 2025.
- iv. Mr. Amol V. Rinkey, Chief Executive Officer of the Company, tendered his resignation from the position with effect from September 30, 2025.
- v. Mr. Samarth Barhaiya (M.No.: ACS 76897), Company secretary of the company, tendered his resignation from the position with effect from October 31, 2025.

**C. Cessation:**

Mr. Rajesh Thakur Ahuja (DIN: 00371406) who was appointed as Non-executive Independent Director of the company has been ceased to be the director of the company with effect from March 22, 2026 due to his completion of tenure from the Board of M/s. Heritage Foods Limited, the Holding Company, upon completion of his second and final term and the board has took note of the same at its meeting held on March 23, 2026.

#### D. Retirement by Rotation

In accordance with the Articles of association of the company and the provisions of section 152 and other applicable provisions, if any, of the Companies Act 2013, Mrs. Nara Brahmani (DIN: 02338940), Director of the Company who retires by rotation in the ensuing AGM and being eligible, offers herself for the re-appointment.

Apart from the changes mentioned above, there have been no other changes in the composition of the Board of Directors and Key Managerial Personnel of the Company during the year under review.

The Board of Directors confirms that the composition of the Board and Key Managerial Personnel of the Company is in compliance with the provisions of the Companies Act, 2013 and other applicable laws. The Company continues to maintain an appropriate balance of Executive, Non-Executive and Independent Directors.

#### 11. Declaration by Independent Directors

Your Company has received the necessary declarations from each independent director stating that they meet the criteria prescribed for independence under Section 149(6) of the Companies Act, 2013 and the Board has confirmed its veracity and taken the same on record. Further, each Independent director has affirmed compliance to the Code of Conduct for Independent Directors as prescribed in Schedule IV of the Act.

The Independent Director had a separate meeting of the Independent Directors held on 12<sup>th</sup> March 2026. without the presence of any other members of the Board and the Management and transacted the matters as required under Schedule IV of the Companies Act, 2013.

#### 12. Board Meetings and Annual General Meetings:

During the year under review, ten (10) meetings of the Board of the Company were held. The details of these meetings, along with the attendance of the committee members, are provided below:

Details of Board Meetings & Attendance of the Directors						
Date of Board Meetings held	Brahmani Nara	Emilie Laure Lucie Moulard Anand	Hays Jean Yves*	Rajesh Thakur Ahuja&	A V Girija Kumar	Aparna Surabhi@
12-May-2025	Yes	Yes	Yes	NA	Yes	NA
16-June-2025	Yes	Yes	NA	NA	Yes	NA
27-June-2025	Yes	Yes	NA	Yes	Yes	NA
14-July-2025	Yes	Yes	NA	Yes	Yes	NA
03-September-2025	Yes	Yes	NA	Yes	Yes	NA
13-October-2025	Yes	Yes	NA	LA	Yes	NA
26-December-2025	Yes	Yes	NA	Yes	Yes	NA
19-January-2026	Yes	Yes	NA	Yes	Yes	NA
12-March-2026	Yes	LA	NA	Yes	Yes	NA
23-March-2026	Yes	LA	NA	NA	Yes	Yes
<b>Total meetings attended</b>	<b>10</b>	<b>8</b>	<b>1</b>	<b>6</b>	<b>10</b>	<b>1</b>

\* Mr. Hays Jean Yves resigned from the office of Director with effect from June 12, 2025

& Mr. Rajesh Thakur Ahuja has been ceased to be the director of the company with effect from March 22, 2026

@Mrs. Aparna Surabhi has been appointed as Additional Director with effect from March 23, 2026

During the Financial Year the Annual General Meeting (AGM) of the Company was held on July 22, 2025.

**13. Policies:**

The Company has adopted the following policies as required under Companies Act, 2013 and other applicable laws, circular and notifications.

Sl. No.	Name of the policy	Brief description	Web link
1.	Whistleblower Policy (Policy on vigil mechanism)	The Company has adopted the whistleblower mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct and ethics. It also provides for adequate safeguards against victimization of employees who availed the mechanism and also provides for direct access to Board of Directors.	<a href="https://www.heritagefoods.in/subsidiaries/hnfp/_policies">https://www.heritagefoods.in/subsidiaries/hnfp/_policies</a>
2.	Corporate Social Responsibility Policy	The policy outlines the Company's strategy to bring about a positive impact on Society through programs relating to hunger, poverty, education, healthcare, environment, relief, disaster management etc., as per the provisions of the Companies Act, 2013.	
3.	Policy on Related Party Transaction	The policy regulates all transactions between the Company and its related parties	
4.	Prevention of Sexual Harassment (POSH) Policy	The policy aims at providing a safe working environment for women at workplace.	
5.	Nomination and Remuneration Policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and also the criteria for determining the remuneration of the directors and senior management of the Company.	
6.	Code of Conduct and ethics for the board and senior management	This Code helps the Directors and senior management to maintain good standards of business conduct, foster ethical and moral conduct and promote a culture of honesty and accountability, so as to set an example to others in the company.	

**14. Board Committees:**

There are two statutory Board Committees as on 31st March, 2026 and the following are the details of the same.

**I. Audit Committee****a) Brief description and term of reference:**

The Committee composition meets with requirements of Section 177 of the Companies Act, 2013 as amended from time to time. Members of the Audit Committee possess financial accounting expertise/exposure.

**The brief terms of reference are as follows:**

- Recommend for the appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the Company with related party;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- To investigate any matter about the items or referred to it by the Board.

**b) Composition, name of the members and chairperson:**

Name	Designation	Category
Mr. Rajesh Thakur Ahuja	Chairperson*	Non-Executive Independent Director
Mrs. Aparna Surabhi	Chairperson**	Non-Executive Independent Director
Mrs. Brahmani Nara	Member	Non-Executive Director
Mr. A V Girija kumar	Member	Non-Executive Independent Director

\*Mr. Rajesh Thakur Ahuja ceased to be the director from 22<sup>nd</sup> march, 2026

\*\*Mrs. Aparna Surabhi has been appointed as Additional Director with effect from March 23, 2026

**c) Meeting and attendance during the year:**

During the year under review, four (4) meetings of the Audit Committee of the Company were held. The details of these meetings, along with the attendance of the committee members, are provided below::

Date of Audit Committee meetings held	Name of members and Attendance of chairperson & Members			
	Brahmani Nara	Rajesh Thakur Ahuja*	A V Girija Kumar	Aparna Surabhi**
14-Jul-2025	Yes	Yes	Yes	NA
13-Oct-2025	Yes	Leave of Absence	Yes	NA
19-Jan-2026	Yes	Yes	Yes	NA
12-Mar-2026	Yes	Yes	Yes	NA
<b>Total no. of meetings attended</b>	<b>4</b>	<b>3</b>	<b>4</b>	<b>0</b>

\*Mr. Rajesh Thakur Ahuja ceased to be the director from 22<sup>nd</sup> March, 2026

\*\*Mrs. Aparna Surabhi has been appointed as Additional Director with effect from March 23, 2026

**II. Nomination and Remuneration Committee**

**a) Brief description and term of reference:**

The terms of reference, constitution, powers and other matters in relation to the Nomination and Remuneration Committee are as per Section 178 of the Companies Act, 2013 as amended from time to time.

**The brief terms of reference is as follows:**

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down;

- Recommend to the Board their appointment and removal;
- shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
- Formulate the criteria for determining qualifications, positive attributes and independence of a director;
- Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- Formulation of NRC policy.

**b) Composition, name of the members and chairperson:**

Name	Designation	Category
Mr. A V Girija kumar	Chairperson	Non-Executive Independent Director
Mr. Rajesh Thakur Ahuja	Member*	Non-Executive Independent Director
Mrs. Aparna Surabhi	Member**	Non-Executive Independent Director
Mrs. Brahmani Nara	Member	Non-Executive Director

\*Mr. Rajesh Thakur Ahuja ceased to be the director from 22<sup>nd</sup> march, 2026

\*\*Mrs. Aparna Surabhi has been appointed as Additional Director with effect from March 23, 2026

**c) Meeting and attendance during the year:**

During the year under review, four (4) meetings of the Nomination and Remuneration Committee of the Company were held. The details of these meetings, along with the attendance of the committee members, are provided below:

Date of Nomination and Remuneration Committee held	Name of members and Attendance of chairperson & Members			
	Brahmani Nara	Rajesh Thakur Ahuja*	A V Girija Kumar	Aparna Surabhi*
14-Jul-2025	Yes	Yes	Yes	NA
13-Oct-2025	Yes	Leave of Absence	Yes	NA
26-Dec-2025	Yes	Yes	Yes	NA
23-Mar-2026	Yes	Yes	Yes	NA
<b>Total no. of meetings attended</b>	<b>4</b>	<b>3</b>	<b>4</b>	<b>0</b>

\*Mr. Rajesh Thakur Ahuja ceased to be the director from 22<sup>nd</sup> march, 2026

\*\*Mrs. Aparna Surabhi has been appointed as Additional Director with effect from March 23, 2026

During the Financial Year 25-26, The Nomination and Remuneration Committee passed one circular resolution on August 26, 2025. And the same was noted by the Nomination and Remuneration Committee at its meeting held on October 13, 2025.

**15. Key Managerial Personnel**

Your Company has the following persons as Key Managerial Personnel as on March 31, 2026

Name of the Official	DIN/M. No/Emp ID	Designation
Mr. Kailas Shinde	711307	Chief Executive officer
Mr. Mahesh Kumar Jha	711305	Chief Financial Officer
Ms. Shraddha Prasad	A78300	Company secretary

**16. Company's Policy Relating To Directors Appointment, Payment Of Remuneration And Discharge Of Their Duties**

During the year under review, no remuneration was paid to any of the Directors of the Company. Accordingly, the disclosures required under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not required to the extent of director remuneration.

**17. Sitting Fees**

During the year under review, no sitting fees were paid to the Directors of the Company for attending meetings of the Board or its Committees.

**18. Subsidiary/Associate/Joint Venture Companies:**

During the financial year under review, your Company did not have any Subsidiary, Associate Company, or Joint Venture.

However, as on March 31, 2025, the Company was operating as a 50:50 Joint Venture between M/s. Heritage Foods Limited, Hyderabad, India and Novandie, France.

Subsequently, at the meeting of the Board of Directors held on June 16, 2025, the Board approved the transfer of 71,00,000 equity shares of face value ₹10 each from Novandie to Heritage Foods Limited, resulting in a change in the shareholding pattern of the Company.

Pursuant to the said transfer, the shareholding of the Company stands revised as follows:

- Heritage Foods Limited – 94.40%
- Novandie – 5.60%

Consequent to the aforesaid acquisition, the Company became a subsidiary of Heritage Foods Limited and was deemed to be a public company with effect from June 16, 2025. Accordingly, the Company's name and CIN were changed from Heritage Novandie Foods Limited (CIN: U74999TG2017PTC12086) to Heritage Novandie Foods Limited (CIN: U74999TG2017PLC12086).

There are no companies which has become or ceased to be subsidiaries or joint ventures or associate companies during the Financial Year 2025-26. However, your Company is the subsidiary of Heritage Foods Limited (CIN: L15209TG1992PLC014332).

**19. Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals:**

During the year under review, there were no material significant orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

**20. Details in respect of adequacy of Internal Financial Controls with reference to the financial statements:**

Your Company has adequate internal financial controls commensurate with the size of the business and nature of its operations, designed to provide reasonable assurance with regard to the accuracy and completeness of the accounting records and timely preparation and provision of reliable financial statements.

**21. Risk Management:**

The Board of Directors of the Company are overseeing the Risk assessment, Risk Identification & Risk Monitoring functions and taking the necessary actions wherever required.

**22. Statutory Auditors:**

M/s. Walker Chandiook & Co LLP, Chartered Accountants,, Hyderabad were appointed as Statutory Auditors for a period of 5 years at the Annual General Meeting held on 22/07/2025 and holds office till the conclusion of the 13th Annual General Meeting of the Company to be held in the financial year 2030-2031

They have submitted the Auditors' Report (UDIN: 26223779BGNONG3479) dated 08th May, 2026, for Financial Year 2025-26. The Auditor's Report is unmodified and it does not contain any qualification, reservation or adverse remark or disclaimer.

**23. Secretarial Auditor:**

Mrs. Khusboo Laxmi Agrawal (M No: 9376, CP No: 14703), Practicing Company Secretary, was appointed to conduct the Secretarial Audit of the Company for the financial year 2025-26 under Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any amendment made thereafter. The secretarial audit report (UDIN: F009376H000184903) dated 23<sup>rd</sup> April,2026 for financial year 2025-26 issued by Mrs. Khusboo Laxmi Agrawal (M No: 9376, CP No: 14703), Practicing Company Secretary in form MR-3 is provided in the **Annexure-II** of the Board's report.

The Secretarial Auditor's Report is self-explanatory and do not call for any further comments.

The Board has appointed Mrs. Khusboo Laxmi Bhagat, (M No: 9376, CP No: 14703), Practicing Company Secretary, as Secretarial Auditor of the Company for the financial year 2026-27 as per the provisions of the Companies Act, 2013.

**24. Internal Auditor:**

Your Company is not required to appoint an Internal Auditor pursuant to Section 138 of the Companies Act, 2013, read with Rule 13 of the Companies (Accounts) Rules, 2014, during the year under review.

**25. Cost Auditors:**

Your Company is not required to maintain and cause audit of the Cost records as the products manufactured by the Company are not notified for maintenance of cost records under the Companies (Cost Records and Audit) Rules, 2014 as amended.

**26. Declaration as per Section 134(3)(ca) of the Companies Act, 2013:**

During the year, the auditor has not reported any instances of frauds committed by or against the Company by its Directors/Officers/ Employees to the Board under section 143(12) of the Companies Act, 2013 and rules made thereof. Therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

**27. Particulars of Loans given, Investments made, Guarantees Given or security provided by the Company:**

During the financial year the Company has neither given loans, guarantees or provided security in connection with a loan to any other body corporate or person or nor invested by way of subscription, purchase or otherwise, in the securities of any other body corporate under section 186 of the Companies Act, 2013.

**28. Material changes & commitments affecting the financial position of the company between the end of financial year and the date of report:**

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

**29. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Your Company has in place a Sexual Harassment Policy in compliance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Directors further states that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Your Company has in place an Anti-Sexual Harassment Policy as per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). During the year under review, no complaints with allegations of sexual harassment were filed. The details are as follows:

SI no	Particulars	Status of the No. of complaints received and disposed of
1	Number of complaints on sexual harassment received	Nil
2	Number of complaints disposed off during the year	Nil
3	Number of cases pending for more than ninety days	Not Applicable
4	Nature of action taken by the employer or district officer	Not Applicable

**30. Vigil Mechanism policy**

The Company has established a Vigil Mechanism in accordance with the provisions of Section 177 of the Companies Act, 2013 and the rules made thereunder. The said mechanism is implemented through the Company's Whistle Blower Policy.

The Board of Directors of the Company has adopted the Whistle Blower Policy in compliance with the provisions of Section 177 of the Companies Act, 2013. A mechanism has been established for employees to report concerns about unethical behaviour, actual or suspected fraud or violation of Code of Conduct and Ethics.

It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the Audit Committee in exceptional cases. The Audit Committee reviews periodically the functioning of whistle blower mechanism. No

complaint have been received during the Financial Year ended March 31, 2026. No personnel have been denied access to the Audit Committee during the Financial Year 2025-26.

### 31. Compliance with Maternity Benefit Act, 1961:

Your Company has complied with all applicable requirements of the Maternity Benefit Act, 1961, during the financial year 2025-26.

### 32. Particulars of Employees:

None of the employees have received the remuneration of ₹1.02 Crore in whole year or ₹8.50 Lakhs per month employed part of the year as per the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Statement of Particulars of Employees, pursuant to the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employees comes under these provisions during the year under review. However the top ten employees of the company in terms of remuneration drawn are as follows:

Sl no	Employee Name	Designation	Annual Gross Remuneration Received for FY 2025-26 (Rs. in Lakhs)	Qualification	Year of Total Experience	Date of Joining	Age (Yrs)	Last Employment before Joining the Company	No of Equity Shares held
1.	Amol V Rinkey*	Plant Head	10.51	Bachelor of Dairy Technology	18+ Years	14.02.2024	45	Drytech Processes	Nil
2.	Aheanath Kumar**	CEO	9.35	PG Diploma in Business Management (Marketing)	14+ Years	30.09.2023	41	Shop Kirana Pvt Ltd/ Direct Powered by Shopkirana	Nil
3.	Mahesh Kumar	CFO	8.18	Graduate (Accounts)	14+ Years	05.06.2025	41	Heritage Foods Limited	Nil
4.	Vishal Pandule***	Manager QC	6.80	Master of Technology	7+ years	11.01.2025	29	Amul	Nil
5.	Rahul Pawar****	Sr. Executive	5.27	B-Tech	7+ years	19.09.2022	38	-	Nil
6.	Noor Memon#	Executive	5.24	Graduation	5+ Years	20.09.2023	30	-	
7.	Kailas Shinde	CEO	5.22	B-Tech	20+ years	01.10.2025	44	Heritage Foods Limited	Nil
8.	Harshit Macchi##	Executive	3.95	Graduate	15+ Years	01.10.2023	38	Safe Pack Pvt Ltd	Nil
9.	Jayesh Jain###	Manager F&A	3.71	CA	7+ years	01.07.2024	31	Citi Corp Service India Pvt Ltd	Nil
10.	Vicky Dias@	Executive Admin	3.65	Graduate	6+ Years	18.10.2022	31	-	Nil

The above employees are on the rolls as on 31-03-2026

\* Amol V Rinkey has resigned and last working day was 30<sup>th</sup> Sep 2025

\*\* Aheanath Kumar has resigned and last working day was 31<sup>st</sup> July 2025

\*\*\* Vishal Pandule has resigned and last working day was 14<sup>th</sup> Nov 2025

\*\*\*\* Rahul Pawar has resigned and last working day was 11<sup>th</sup> Dec 2025

#Noor menon has resigned and last working day was 15<sup>th</sup> Jan 2026

##Harshit Macchi has resigned and last working day was 30<sup>th</sup> Jan 2026

###Jayesh Jain has resigned and last working day was 31<sup>st</sup> July 2026

@Vicky dias has resigned last and working day was 10<sup>th</sup> Jan 2026

All the above employees are permanent employees of the Company, and they are not relatives of any Director of the company. None of the employees are working outside of India.

**33. Details under Insolvency and Bankruptcy Code, 2016:**

No application is made, or any proceeding is pending against the Company under Insolvency and Bankruptcy Code, 2016 during or as at the end of the year under review.

**34. Details of One Time Settlement:**

The Company did not avail any One Time Settlement (OTS) from banks or Financial Institutions and hence giving disclosures on valuation of assets/securities at the time of borrowing and at the time of OTS are not become applicable.

**35. Conservation of Energy/Technology Absorption, Foreign Exchange Earnings and Outgo:**

The information required to be given pursuant to Section 134 (3) (m) of the Companies Act, 2013, Particulars of Conservation of Energy/Technology absorption is attached in ***Annexure-III***

**36. Public Deposits:**

The Company has not accepted any deposits including deemed deposits covered under Chapter V of the Companies Act, 2013, i.e. within the meaning of Section 2(31) of the Companies Act, 2013 read with Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014 and as such there are no such overdue deposits outstanding as on March 31, 2026.

**37. Cash Flow Statement:**

In conformity with the Companies Act, 2013 and Accounting Standard – III under Section 129 of the Companies Act, 2013, the Cash Flow Statement for the year ended on March 31, 2025 is attached as a part of the Financial Statement of the Company.

**38. Corporate Social Responsibility (CSR):**

As per the criteria laid down under the Companies Act, 2013 and the Rules made thereunder, for the Financial Year 2025-26 CSR provisions are not applicable on the Company.

**39. Directors Responsibility Statement:**

In conformity with the provisions under Section 134 (5) of the Companies Act, 2013 your directors confirm that:-

- a) In the preparation of the annual accounts for Financial Year ended March 31, 2026, the applicable accounting standards have been followed and there are no material departures.
- b) The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit & loss of the Company for the year ended on that date;
- c) 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;
- d) The Directors have prepared the annual accounts on a 'going concern' basis; and
- e) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**Acknowledgment:**

The Board take this opportunity to thank all stakeholders and Statutory Authorities for their continued support during the year. The Board also wishes to place on record its sincere appreciation of the effort/contribution made by its employees.

**Registered Office:**

Part-C of 3rd floor, H. No. 8-2-  
293/82/A/1286, Plot No. 1286, Road  
No. 1 & 65, Jubilee Hills, Hyderabad,  
Telangana - 500033 India  
CIN: U74999TG2017PLC120860

By order of the Board  
**For Heritage Novandie Foods Limited**

**N. Brahmani**  
Director  
DIN: 02338940

**Emilie Laure Lucie Moulard Anand**  
Director  
DIN: 08005149

Place: Hyderabad  
Date:08<sup>th</sup> May 2026

Place: Goa  
Date:08<sup>th</sup> May 2026

**Annexure-I****FORM NO. AOC.2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

**1. Details of contracts or arrangements or transactions not at arm's length: Nil**

All the contracts or arrangements or transactions entered into during the year ended March 31, 2026 were at arm's length basis and in the ordinary course of business of the Company.

**2. Details of contracts or arrangement or transactions at arm's length: Nil**

The Company has not entered into any material contracts or arrangement or transactions with any of the related parties during the FY 2025-26. However the details of non-material contracts or arrangement or transactions entered at arm's length basis and in the ordinary course of business of the company for FY 2025-26 are given below:

(Amt. Rs. in Millions)

Sr. No.	Name(s) of the related party	Nature of Relationship	Nature of contracts/ arrangements/ transactions	Value of contracts/ arrangements/ transactions during the Year	Duration of contracts/ arrangements/ transactions
1.	Heritage Foods Limited	Holding Company	Lease Rental Expenses	1.27	On Yearly basis
			Financial Guarantee Expenses	2.16	During the Financial year 2025-26
			Expenditure incurred on behalf of HNFL	5.50	During the Financial year 2025-26
			Sale of Products	34.73	As per agreement
			Purchase of Milk	31.56	Purchase order/Invoice
			Inter- Corporate Deposit (including interest)	53.19	During the Financial year 2025-26
			Sale of Assets	0.66	During the Financial year 2025-26
2.	Andros Foods India Private Limited	Common Director	Sub lease rental income	0.32	As per agreement
3.	Nara Brahmani	Director of the Company	Rent for Registered office of the Company	0.08	Paid during the F.Y. 2025-26
4.	Devaansh Nara	Immediate relative of Director		0.08	Paid during the F.Y. 2025-26

**Note:** Appropriate approvals has been taken from the Board for the above related party transactions by the Company and no amount paid in advance for the above related party transactions.

**Registered Office:**

Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana - 500033 India  
CIN: U74999TG2017PLC120860

By order of the Board  
**For Heritage Novandie Foods Limited**

**N. Brahmani**  
Director  
DIN: 02338940

**Emilie Laure Lucie Moulard Anand**  
Director  
DIN: 08005149

Place: Hyderabad  
Date: 08<sup>th</sup> May 2026

Place: Goa  
Date: 08<sup>th</sup> May 2026

**Annexure-II**

**FORM No. MR-3  
SECRETARIAL AUDIT REPORT**

**For the Financial year ended 31st March, 2026**

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

To,  
The Members,  
**Heritage Novandie Foods Limited**  
(Formerly known as Heritage Novandie Foods Private Limited)  
CIN: U74999TG2017PLC120860  
Part-C of 3rd Floor, H.No.8-2-293/82/A/1286,  
Plot No: 1286, Road no. 1 & 65, Jubilee Hills,  
Hyderabad- 500033, Telangana, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Heritage Novandie Foods Limited (Formerly known as Heritage Novandie Foods Private Limited) (herein after called the "Company"). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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 and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on 31<sup>st</sup> March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

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

- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client; Not Applicable
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable.
  - h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; Not Applicable.
  - i) The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015; Not Applicable.
- v. The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company are:
- a) Food Safety and Standards Act, 2006 and the Rules made thereunder as amended from time to time;
  - b) The Prevention of Food Adulteration Act, 1954 and the Rules made thereunder as amended from time to time.
  - c) Legal Metrology Act, 2009 and the Rules made thereunder as amended from time to time.
  - d) Factories Act, 1948 and the Rules made thereunder as amended from time to time.
  - e) Boilers Act, 1923 and the Rules made thereunder as amended from time to time.

I have also examined compliance with the applicable clauses of the following as amended from time to time:

- i. Secretarial Standards ("SS") as amended from time to time issued by The Institute of Company Secretaries of India ("ICSI").

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

**I further report that,** the Company has, in my opinion generally complied with the provisions of the Companies Act, 2013 and the Rules made thereunder that Act as notified by the Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein.
- b) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government.

- c) The Annual General Meeting held on 22<sup>nd</sup> July, 2025.
- d) Minutes of the proceedings of General meetings and of the Board Meetings.
- e) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. are as follows:

**A. Appointments:**

- i. Mr. Rajesh Thakur Ahuja (DIN:00371406) was appointed as an Additional Director (Non-Executive and Independent) with effect from June 27, 2025, and the same has been approved by the board of directors at its meeting held on June 27, 2025.

Further, the proposal for regularization of his appointment as an Independent Director for a period of five years, from June 27, 2025 to June 26, 2030 or co-terminus with the term in the Holding Company, whichever is earlier, was placed before the members of the Company. The members approved the same at the Annual General Meeting held on July 22, 2025.

- ii. Mr. Amol V Rinkey was appointed as Chief Executive Officer) with effect from July 16, 2025.
- iii. Mr. Mahesh Kumar was appointed as Chief Executive Officer) with effect from July 16, 2025.
- iv. Mr. Samarth Barhaiya (M.No.: ACS 76897) was appointed as Company secretary of the company with effect from August 25, 2025.
- v. Mr. Kailas Shinde was appointed as Chief Executive Officer) with effect from October 01, 2025.
- vi. Ms. Shraddha Prasad (M.No.: ACS 78300) was appointed as Company secretary with effect from December 26, 2025.
- vii. Mrs. Aparna Surabhi (DIN:01641633) was appointed as an Additional Director (Non-Executive and Independent) with effect from March 23, 2026.

**B. Resignations:**

- i. Mr. Hays Jean Yves (DIN: 09702017) tendered his resignation from the office of Director with effect from June 12, 2025.
- ii. The Board of Directors, at its meeting held on July 14, 2025, approved the relieving of Mr. Ahaenath Kumar from the position of Chief Executive Officer with effect from July 15, 2025.
- iii. Mr. Rahul Singh (M. No.: ACS 72811), Company Secretary of the company tendered his resignation with effect from July 15, 2025.
- iv. Mr. Amol V. Rinkey, Chief Executive Officer of the Company, tendered his resignation from the position with effect from September 30, 2025.
- v. Mr. Samarth Barhaiya (M.No.: ACS 76897), Company secretary of the company, tendered his resignation from the position with effect from October 31, 2025.

**C. Cessation:**

- i. Mr. Rajesh Thakur Ahuja (DIN:00371406) who was appointed as Non-executive Independent Director of the company has been ceased to be the director of the company with effect from March 22, 2026 due to his completion of tenure from the Board of M/s. Heritage Foods Limited, the Holding Company, upon completion of his second and final term and the board has took note of the same at its meeting held on March 23, 2026.
- f) During the year under review the Board of Directors met 10 times, i.e.12<sup>th</sup> May 2025,16<sup>th</sup> June 2025, 27<sup>th</sup> June 2025,14<sup>th</sup> July 2025,03<sup>rd</sup> Sep 2025, 13<sup>th</sup> Oct 2025, 26<sup>th</sup> Dec 2025, 19<sup>th</sup> Jan 2026, 12<sup>th</sup> March 2026 and 23<sup>rd</sup> March 2026. The time gap between the two Board meetings is within 120 days as per the Secretarial Standard-1.
- g) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- h) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I 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 generally complied with the applicable laws applicable specifically to the Company.

**I further report that**, based on the information received and records maintained there are adequate systems and process in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place:** Hyderabad

**Date:** 23<sup>rd</sup> April 2026

**For KLB & Associates**

Khusboo Laxmi Bhagat

Practicing Company Secretary

M. No: 9376, CP No: 14703

PR No:3403/2023

UDIN: F009376H000184903

**ANNEXURE - A TO SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**Heritage Novandie Foods Limited**  
(Formerly known as Heritage Novandie Foods Private Limited)  
CIN: U74999TG2017PLC120860  
Part-C of 3rd Floor, H.No.8-2-293/82/A/1286,  
Plot No: 1286, Road no. 1 & 65, Jubilee Hills,  
Hyderabad- 500033, Telangana, India

**Auditor's Responsibility**

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 (CSAS) prescribed by the Institute of the Company Secretaries of India (ICSI). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there may be unavoidable risk that may some misstatements or non-compliance may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

- a) Maintenance of Secretarial record is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) 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 a 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.
- c) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- d) Wherever required, we have obtained Management representation about the compliance of laws, rules and regulations and happenings of events etc.
- e) The Compliance of the provisions of Corporate and other applicable laws, rules and regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management conducted the affairs of the Company.

**Place:** Hyderabad  
**Date:** 23<sup>rd</sup> April 2026

**For KLB & Associates**  
Khusboo Laxmi Bhagat  
Practicing Company Secretary  
M. No: 9376, CP No: 14703  
PR No:3403/2023  
UDIN: F009376H000184903

**Annexure – III****Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014****A. Conservation of Energy**

Your Company is committed to looking for innovative ways to optimize the energy mix towards cleaner, more efficient forms of energy increasing share of renewable energy sources, while continuing to reduce consumption.

- i. The steps taken or impact on conservation of energy
  - Keeping a tab on the daily water, electricity and coal utilization for future optimisation
  - Plan to use solar power for factory lighting in future
  - Production schedule planned with energy optimization.
- ii. The steps taken by the company for utilising alternate sources of energy – As above.
- iii. The capital investment on energy conservation equipment's - Nil

**B. Technology Absorption:**

- i. The efforts made by the Company towards technology absorption: the Company has not imported nor acquired any technology nor has any technical tie-ups with any person and therefore, the particulars required to be given for technology absorption are not applicable.
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution – Nil
- iii. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished: Nil
  - i. Details of technology imported: N.A.
  - ii. Year of import: N.A.
  - iii. Whether the technology been fully absorbed: N.A.
  - iv. If not fully absorbed, areas where absorption has not taken place, and the reasons therefore: N.A.
- iv. The Expenditure incurred an Research and Development: Nil
- v. Foreign Exchange Earnings and Outgo: Nil

**Registered Office:**

Part-C of 3rd floor, H. No. 8-2-  
293/82/A/1286, Plot No. 1286, Road No.  
1 & 65, Jubilee Hills, Hyderabad,  
Telangana - 500033 India  
CIN: U74999TG2017PLC120860

By order of the Board  
**For Heritage Novandie Foods Limited**

**N. Brahmani**  
Director  
DIN: 02338940

**Emilie Laure Lucie Moulard Anand**  
Director  
DIN: 08005149

Place: Hyderabad  
Date: 08<sup>th</sup> May 2026

Place: Goa  
Date: 08<sup>th</sup> May 2026

## Independent Auditor's Report

### **To the Members of**

**Heritage Novandie Foods Limited** (formerly Heritage Novandie Foods Private Limited)

### **Report on the Audit of the Financial Statements**

#### **Opinion**

1. We have audited the accompanying financial statements of Heritage Novandie Foods Limited (formerly Heritage Novandie Foods Private Limited) ('the Company'), which comprise the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its loss (including other comprehensive loss), its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

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

#### **Information other than the Financial Statements and Auditor's Report thereon**

4. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

1. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
2. In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
3. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

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

4. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
5. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
  - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. 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.

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

7. Based on our audit, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable.
8. 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 give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
9. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, 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 purpose of our audit of the accompanying financial statements;
  - b) Except for the matters stated in paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), 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 financial statements dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
  - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act;

- f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 13(b) above on reporting under section 143(3)(b) of the Act and paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2026 and the operating effectiveness of such controls, refer to our separate report in Annexure B wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigation which would impact its financial position as at 31 March 2026;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2026;
  - iv.
    - a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 40(i) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
    - b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 40(ii) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
  - v. The Company has not declared or paid any dividend during the year ended 31 March 2026; and

- vi. As stated in Note 42 to the financial statements and based on our examination which included test checks, except for matters mentioned below, the Company, in respect of financial year commencing on 1 April 2025, has used accounting software's for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with other than the consequential impact of the exception given below. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of all accounting records with effect from 5 November 2025, by the Company.
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature at database level	The accounting software used for maintenance of records from 01 April 2025 till 04 November 2025 is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

**Rohit Kumar Mittal**  
Partner  
Membership No.: 223779  
UDIN: 26223779BGNONG3479

Place: Hyderabad  
Date: 08 May 2026

## Balance Sheet As At 31st March 2026

(All amounts in ` millions, except share data and where otherwise stated)

	Notes	As at	
		31 March 2026	31 March 2025
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	6	181.72	199.37
(b) Right-of-use assets	6	9.48	9.89
(c) Intangible assets	7	0.21	0.27
(d) Financial assets			
(i) Other financial assets	8	0.52	0.52
(e) Other non-current assets	9	0.91	3.28
<b>Total non-current assets</b>		<b>192.84</b>	<b>213.33</b>
<b>Current assets</b>			
(a) Inventories	10	7.06	9.96
(b) Financial assets			
(i) Investments	13	-	28.35
(ii) Trade receivables	11	0.46	11.20
(iii) Cash and cash equivalents	12	2.51	4.85
(iv) Bank balances other than (ii) above	12	0.56	1.17
(v) Other financial assets	8	0.15	0.41
(c) Current tax assets (net)		0.28	0.39
(d) Other current assets	9	45.91	44.08
<b>Total current assets</b>		<b>56.93</b>	<b>100.41</b>
<b>Total assets</b>		<b>249.77</b>	<b>313.74</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	14	159.91	159.91
(b) Other equity	15	16.35	79.78
<b>Total equity</b>		<b>176.26</b>	<b>239.69</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	16	-	7.08
(ia) Lease Liabilities	18	13.13	13.13
(b) Provisions	20	0.17	0.94
<b>Total non-current liabilities</b>		<b>13.30</b>	<b>21.15</b>

	Notes	As at	
		31 March 2026	31 March 2025
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	16	52.69	28.33
(ia) Lease Liabilities	18	2.23	1.85
(ii) Trade payables	21		
- total outstanding dues of micro enterprises and small enterprises		0.05	0.91
- total outstanding dues of creditors other than micro and small enterprises		3.46	8.69
(iii) Other financial liabilities	17	0.58	10.92
(b) Other current liabilities	19	0.87	1.27
(c) Provisions	20	0.33	0.93
Total liabilities		60.21	52.90
Total equity and liabilities		249.77	313.74

The accompanying notes referred to above form an integral part of the financial statements.  
This is the Balance sheet referred to in our report of even date.

**For Walker Chandiook & Co LLP**  
Chartered Accountants  
FR No: 001076N/N500013

**For and on behalf of Board of Directors of  
Heritage Novandie Foods Limited**  
(CIN: U74999TG2017PLC120860)

**Rohit Kumar Mittal**  
Partner  
Membership No: 223779

**N Brahmani**  
Director  
DIN: 02338940

**Emilie Laure Lucie Moulard Anand**  
Director  
DIN: 08005149

Place: Hyderabad  
Date: May 8, 2026

Place: Hyderabad  
Date: May 8, 2026

Place: Goa  
Date: May 8, 2026

**Shraddha Prasad**  
Company Secretary  
M.No. ACS78300

**Kailas Shinde**                      **Mahesh Kumar**  
Chief Executive Officer      Chief Financial Officer

Place: Hyderabad  
Date: May 8, 2026

Place: Manor  
Date: May 8, 2026

## Statement of Profit and Loss For The Year Ended 31st March 2026

(All amounts in ` millions, except share data and where otherwise stated)

	Notes	For the year ended	
		31 March 2026	31 March 2025
<b>Income</b>			
Revenue from operations	22	40.46	68.90
Other income	23	3.24	5.56
<b>Total income</b>		<b>43.70</b>	<b>74.46</b>
<b>Expenses</b>			
Cost of materials consumed	24	32.00	48.71
Changes in inventories of finished goods and work-in-progress	25	1.86	0.91
Employee benefit expenses	26	22.32	46.28
Finance costs	27	8.79	9.32
Depreciation and amortisation expense	28	13.80	22.14
Other expenses	29	28.36	85.27
<b>Total expenses</b>		<b>107.13</b>	<b>212.63</b>
Loss before exceptional items and tax		(63.43)	(138.17)
Exceptional item	6	-	116.46
Loss before tax		(63.43)	(254.63)
<b>Loss for the year</b>		<b>(63.43)</b>	<b>(254.63)</b>
Other comprehensive income / (loss) ("OCI")			
Items that will not be reclassified to profit or loss			
Re-measurement gain on defined benefit plan, net of tax		-	(0.13)
Total other comprehensive income for the year		-	(0.13)
<b>Total comprehensive loss for the year</b>		<b>(63.43)</b>	<b>(254.76)</b>
Earnings per equity share (EPES)			
Par value per equity share (in absolute ₹ terms)		10.00	10.00
Weighted average number of equity shares		1,59,90,678	1,57,22,297
Basic and Diluted EPES		(3.97)	(16.20)

The accompanying notes referred to above form an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

**For Walker Chandiok & Co LLP**  
Chartered Accountants  
FR No: 001076N/N500013

**For and on behalf of Board of Directors of  
Heritage Novandie Foods Limited**  
(CIN: U74999TG2017PLC120860)

**Rohit Kumar Mittal**  
Partner  
Membership No: 223779

Place: Hyderabad  
Date: 08 May 2026

**N Brahmani**  
Director  
DIN: 02338940

Place: Hyderabad  
Date: May 8, 2026

**Emilie Laure Lucie Moulard Anand**  
Director  
DIN: 08005149

Place: Goa  
Date: May 8, 2026

**Shraddha Prasad**  
Company Secretary  
M.No. ACS78300

Place: Hyderabad  
Date: May 8, 2026

**Kailas Shinde**      **Mahesh Kumar**  
Chief Executive Officer      Chief Financial Officer

Place: Manor  
Date: May 8, 2026

## Statement of Changes In Equity For The Year Ended 31st March 2026

(All amounts in ` millions, except share data and where otherwise stated)

### A. Equity Share Capital

	Notes	Number of shares	Amount
<b>As at 1 April 2024</b>		<b>1,29,29,454</b>	<b>129.29</b>
Issue of equity share capital	14	30,61,224	30.62
<b>As at 31 March 2025</b>		<b>1,59,90,678</b>	<b>159.91</b>
Issue of equity share capital	14	-	-
<b>As at 31 March 2026</b>		<b>1,59,90,678</b>	<b>159.91</b>

### B. Other Equity (refer note 15)

	Reserves and Surplus			Total
	Securities premium	Equity contribution from Owners	Retained Earnings / (Deficit)	
<b>Balance as at 1 April 2024</b>	<b>689.60</b>	<b>13.90</b>	<b>(487.98)</b>	<b>215.52</b>
Issue of equity shares	119.38	-	-	<b>119.38</b>
Loss for the year	-	-	(254.63)	<b>(254.63)</b>
Other Adjustments	-	-	(0.86)	<b>(0.86)</b>
Equity contribution from Owners	-	0.50	-	<b>0.50</b>
Other comprehensive income/ (loss), net of taxes	-	-	(0.13)	<b>(0.13)</b>
<b>Balance as at 31 March 2025</b>	<b>808.98</b>	<b>14.40</b>	<b>(743.60)</b>	<b>79.78</b>
Loss for the year	-	-	(63.43)	<b>(63.43)</b>
Other comprehensive income/ (loss), net of taxes	-	-	-	-
<b>Balance as at 31 March 2026</b>	<b>808.98</b>	<b>14.40</b>	<b>(807.03)</b>	<b>16.35</b>

The accompanying notes referred to above form an integral part of the financial statements.  
This is the Statement of Changes in Equity referred to in our report of even date.

**For Walker Chandiook & Co LLP**  
Chartered Accountants  
FR No: 001076N/N500013

**For and on behalf of Board of Directors of  
Heritage Novandie Foods Limited**  
(CIN: U74999TG2017PLC120860)

**Rohit Kumar Mittal**  
Partner  
Membership No: 223779

**N Brahmani**  
Director  
DIN: 02338940

**Emilie Laure Lucie Moulard Anand**  
Director  
DIN: 08005149

Place: Hyderabad  
Date: May 8, 2026

Place: Hyderabad  
Date: May 8, 2026

Place: Goa  
Date: May 8, 2026

**Shraddha Prasad**  
Company Secretary  
M.No. ACS78300

**Kailas Shinde**  
Chief Executive Officer

**Mahesh Kumar**  
Chief Financial Officer

Place: Hyderabad  
Date: May 8, 2026

Place: Manor  
Date: May 8, 2026

## Statement of Cash Flow For The Year Ended 31st March 2026

(All amounts in ` millions, except share data and where otherwise stated)

	Notes	For the year ended 31 March 2026	31 March 2025
<b>Cash flow from operating activities</b>			
<b>Loss before tax</b>		(63.43)	(254.63)
<b>Adjustments for:</b>			
Depreciation and amortisation expense	28	13.80	22.14
Impairment loss on property, plant and equipment ("PPE")	6	-	116.46
Interest income	23	(0.40)	(1.36)
Gain on investments	23	(0.22)	(3.35)
Lease rental income	23	(0.30)	(0.30)
Interest expenses	27	6.60	7.08
Bad and doubtful advances / Debts written off	29	5.25	-
<b>Operating loss before working capital changes</b>		<b>(38.70)</b>	<b>(113.96)</b>
<b>Adjustments for:</b>			
Changes in inventories		2.90	7.13
Changes in trade receivables		10.74	(5.14)
Changes in financial and other assets		(4.98)	(8.38)
Changes in financial and other liabilities		(5.56)	1.90
Changes in trade payables		(6.09)	1.49
Change in provisions		(1.37)	0.53
<b>Cash used in operating activities</b>		<b>(43.06)</b>	<b>(116.43)</b>
Income taxes refund, net		0.11	0.01
<b>Net cash used in operating activities (a)</b>		<b>(42.95)</b>	<b>(116.42)</b>
<b>Cash flow from investing activities</b>			
Purchase of PPE and other intangible assets, including CWIP and intangible assets		(0.01)	(3.26)
Proceeds from sale of PPE		0.06	-
Interest received		0.40	1.36
Lease rental income		0.30	
Purchase of investments		-	(115.00)
Proceed from sale of investments		28.57	90.00
Movement in other bank balances, net		0.61	-
<b>Net cash generated from / (used in) investing activities (b)</b>		<b>29.93</b>	<b>(26.90)</b>
<b>Cash flow from financing activities</b>			
Proceeds from issue of equity shares		-	150.00
Repayment of long-term borrowings		(35.41)	(28.14)
Proceeds from short term borrowings		50.00	-

	Notes	For the year ended	
		31 March 2026	31 March 2025
Interest paid		(3.91)	(3.34)
Lease rentals paid		-	(1.09)
<b>Net cash generated from financing activities (c)</b>		<b>10.68</b>	<b>117.43</b>
<b>Net change in cash and cash equivalents during the year (a+b+c)</b>		<b>(2.34)</b>	<b>(25.89)</b>
Cash and cash equivalents at the beginning of the year		4.85	30.74
<b>Cash and cash equivalents at the end of the year (Note 1)</b>		<b>2.51</b>	<b>4.85</b>
<b>Note 1:</b>		<b>As at</b>	
		31 March 2026	31 March 2025
<b>Cash and cash equivalents includes</b>			
Balances with banks		2.51	4.84
Cash on hand		-	0.01
		<b>2.51</b>	<b>4.85</b>

The accompanying notes referred to above form an integral part of the financial statements.

**For Walker Chandiook & Co LLP**  
Chartered Accountants  
FR No: 001076N/N500013

**For and on behalf of Board of Directors of  
Heritage Novandie Foods Limited**  
(CIN: U74999TG2017PLC120860)

**Rohit Kumar Mittal**  
Partner  
Membership No: 223779

Place: Hyderabad  
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Director  
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Director  
DIN: 08005149

Place: Goa  
Date: May 8, 2026

**Shraddha Prasad**  
Company Secretary  
M.No. ACS78300

Place: Hyderabad  
Date: May 8, 2026

**Kailas Shinde**  
Chief Executive Officer

**Mahesh Kumar**  
Chief Financial Officer

Place: Manor  
Date: May 8, 2026

## Summary of the material accounting policies and other explanatory information

### 1. Corporate information

Heritage Novandie Foods Limited (formerly Heritage Novandie Foods Private Limited) (“HNFL” or “the Company”) is a Public Limited Company incorporated in India having its registered office at #H.No. 8-2-293/82/A/1286, Plot No: 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad – 500033, Telangana, India. The Company has been incorporated on 28 November 2017. The Company's has ceased the manufacture and sale of yogurts and repurposed the existing PPE to undertake contract manufacturing of dairy products. The Company's principal location of operation is situated at Palghar, Maharashtra, India.

### 2. Basis of preparation of the financial statements

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in India, Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and presentation requirement of Division II of Schedule III to the Act, including the amendments to Schedule III notified by the Ministry of Corporate Affairs (“MCA”) vide its notification dated 24 March 2021. The Company has uniformly applied the accounting policies during the periods presented.

These financial statements have been prepared by the Company as a going concern on the basis of relevant Ind-AS that are effective or elected for early adoption at the Company's annual reporting date, 31 March 2026. These financial statements were authorised for issuance by the Company's Board of Directors on 08 May 2026.

These financial statements have been prepared on historical cost convention, except for the following material items:

- (a) Financial assets are measured at either at fair value or at amortised cost depending upon the classification.
- (b) Employee defined benefits assets / (liability) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligations.
- (c) Long-term borrowings are measured at amortised cost using the effective interest rate method; and
- (d) Right-of-use assets are recognised at present value of lease payments, that are not paid at that date, adjusted for any lease payments made at or before the commencement date, lease incentives received and initial direct cost incurred, if any.

The financial statements are presented in Indian Rupees (₹) and all values are rounded to the nearest millions, except when otherwise indicated.

### 3. Summary of material accounting policies

#### a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

#### **b. Fair value measurement**

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

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

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, and for non-recurring measurement.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### **c. Revenue recognition**

The Company derives revenues primarily from manufacturing and selling of fruit and flavoured yogurt.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services ("transaction price").

Revenue is measured on the basis of transaction price, after deduction of any discounts and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Discounts are recognised in accordance with the schemes implemented by the Company. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products is recognised at the time when performance obligation is satisfied.

#### d. Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, the cost of replacing the part of plant and equipment and borrowing costs if capitalization criteria are met and any attributable cost of bringing the asset to its working condition and location for the intended use. Capital work in progress includes cost of property, plant and equipment under installation/under development as at the balance sheet date net of accumulated impairment loss, if any. Property, plant and equipment under installation or under construction as at balance sheet are shown as capital work-in-progress and the related advances are shown as capital advances.

Depreciation is provided on the basis of straight line method at the useful life and in the manner prescribed in Schedule II of the Companies Act, 2013 except in respect of the following assets, based on technical assessment made by technical expert and management estimate, useful life is different from than those described in Schedule II. Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Asset class	Useful life considered by management (in years)	Useful life (years)
Building	10 - 30	30
Plant and machinery	5 - 15	15
Furniture and Fixtures	5 – 10	3 to 5
Vehicles	10	10
Office Equipment	3 - 5	10

Depreciation on assets which are commissioned during the year is charged on a pro-rata basis from the date of commissioning. The company depreciates general spares over the life of the spare from the date it is available for use.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

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

#### Impairment on Property, plant and equipment

The Company assesses at each reporting date whether there is any indication that any item of property, plant and equipment may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a

pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses are recognized in the Statement of Profit and Loss. After the recognition of an impairment loss, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is recognized in the Statement of Profit and Loss to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortization) had no impairment loss been recognized previously.

#### **e. Leases**

##### **The Company as a lessee**

The Company's lease asset classes primarily consist of leases for factory land. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option

where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the Right-of-use asset and Statement of Profit and Loss depending upon the nature of modification. Where the carrying amount of the Right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in the Statement of Profit and Loss.

#### **f. Inventories**

All inventories except for raw material and packing material, are valued at lower of cost and net realisable value. Raw material and packing material held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

Cost for raw material and packing material is ascertained on FIFO basis and for finished goods is ascertained on weighted average cost method.

Cost of inventories comprises following:

- Raw material and packaging material: Cost includes purchase price, import duties and other taxes excluding taxes those are subsequently recoverable from the concerned authorities, freight inwards and other expenditure incurred in bringing such inventories to their present location and condition.
- Finished goods: Cost comprises cost of direct material, direct labour and appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

#### **g. Provisions**

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

When the Company expects some or all of a provision to be reimbursed, reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of profit and loss net of any reimbursement.

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

#### **h. Employee benefits**

##### **Short term benefits**

Short term employee benefits are accounted for in the period during which the services have been rendered.

### **Post-employment benefits and other long-term employee benefits**

**Provident Fund:** Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund administered by the Central Government under the Provident Fund Act, 1952, are charged to the statement of profit and loss for the year in which the contributions are due. The company has no obligation, other than the contribution payable to the provident fund. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to a reduction in future payment.

**Gratuity:** The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Remeasurements, comprising mainly of actuarial gains and losses, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods.

**Leave Encashment:** The Company operates a long-term leave encashment plan. Accrued liability for leave encashment including sick leave is determined on actuarial valuation basis using Projected Unit Credit (PUC) Method at the end of the year and provided completely in profit and loss account as per Ind AS - 19 "Employee Benefits".

#### **i. 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**

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

All financial assets, excluding trade receivables are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Trade receivables that do not contain a significant financing component are measured at transaction price.

##### **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified into four categories:

- Debt instruments at amortised cost
- Equity instruments measured at FVTOCI and FVTPL

##### **Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised 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 amortisation is included in finance income in the Statement of profit and loss. The losses arising from impairment are recognised in the Statement of profit and loss.

### **Equity instruments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

### **De-recognition**

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

### **Impairment of financial assets**

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., deposits, trade receivables and bank balances.
- Financial guarantee contracts which are not measured as at FVTPL

The company follows 'simplified approach' for recognition of impairment loss allowance on trade and other receivables that do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.
- Financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

## **Financial liabilities**

### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate.

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

The Company's financial liabilities include trade and other payables and borrowings.

### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

#### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to the Statement of profit and loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of profit and loss. The company has not designated any financial liability as at fair value through profit and loss.

### **Borrowings**

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised 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 amortisation is included as finance costs in the Statement of profit and loss.

### **Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### **De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of profit and loss.

### **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 a net basis, to realise the assets and settle the liabilities simultaneously.

## **j. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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 year are adjusted for the effects of all dilutive potential equity shares.

#### **k. Cash flow statement**

The Cash flow statement is prepared as per the Indirect Method. Cash flow statement presents the cash flows by operating, financing and investing activities of the Company. Operating cash flows are arrived by adjusting profit or loss before tax for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

For the purpose of the cash flow statement, cash and cash equivalents consist of cash at banks and on hand and deposits, as defined above, net of outstanding short-term borrowings from banks as they are considered an integral part of the Company's cash management.

#### **l. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### **4. Key accounting estimates, judgements and assumptions**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

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

#### **a. Useful lives of depreciable assets**

Management reviews the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets to the Company.

#### **b. Defined benefit plans and other long-term benefit plan**

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

#### **c. Leases**

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives.

#### **d. Impairment of assets**

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

In case of non-financial assets, assessment of impairment indicators involves consideration of future risks. Further, the company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

### **5. Recent accounting pronouncement**

Ministry of Corporate Affairs ("MCA") notified new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules 2015, as issued from time to time.

#### **New and amended standards**

The Ministry of Corporate Affairs (MCA) has notified amendments to certain Ind AS standards effective 1 April 2025. Amendments to Ind AS 21 provide guidance on assessing exchangeability of currencies and determining spot rates where exchangeability is lacking, along with enhanced disclosures. Amendments to Ind AS 1 clarify principles for classification of liabilities as current or non-current, including the need for a substantive right to defer settlement and treatment of covenants and settlement through own instruments. Further, amendments to Ind AS 7 and Ind AS 107 introduce additional disclosures for supplier finance arrangements to enhance transparency on liquidity risk and cash flows. Amendments to Ind AS 12 introduce a temporary exception for deferred tax recognition relating to Pillar Two rules and require targeted disclosures. These amendments do not have a material impact on the Company's financial statements

#### **Standards notified but not yet effective**

During the year ended 31 March 2026, MCA notified amendments to Ind AS 1 relating to classification of liabilities with covenants. The amendment revises paragraph 74 to require classification of a liability as current where a covenant breach at the reporting date makes the liability payable on demand, even if the lender subsequently waives the right before approval of financial statements. This reflects that the entity does not have a substantive right to defer settlement as of the reporting date. The amendment is effective for annual periods beginning on or after 1 April 2026 and is to be applied retrospectively in accordance with Ind AS 8. The Company does not expect this amendment to have a material impact on its financial statements.

## 6. Property, plant and equipment ("PPE") and Right of use assets

	Buildings	Plant & equip-ment	Office Equip-ment	Furniture and fixtures	Vehicles	Total	Right-of-use assets
<b>Gross Block</b>							
<b>Balance as at 1 April 2024</b>	<b>173.63</b>	<b>207.41</b>	<b>9.09</b>	<b>7.79</b>	<b>0.09</b>	<b>398.01</b>	<b>12.36</b>
Additions during the year	0.53	2.02	0.35	0.22	0.10	<b>3.22</b>	-
<b>Balance as at 31 March 2025</b>	<b>174.16</b>	<b>209.43</b>	<b>9.44</b>	<b>8.01</b>	<b>0.19</b>	<b>401.23</b>	<b>12.36</b>
Additions during the year	-	0.29	-	0.21	-	<b>0.50</b>	-
Adjustment during the year	(4.78)	(0.05)	-	-	-	<b>(4.83)</b>	-
<b>Balance as at 31 March 2026</b>	<b>169.38</b>	<b>209.67</b>	<b>9.44</b>	<b>8.22</b>	<b>0.19</b>	<b>396.90</b>	<b>12.36</b>
<b>Accumulated depreciation and impairment</b>							
<b>Up to 1 April 2024</b>	<b>17.53</b>	<b>40.48</b>	<b>3.46</b>	<b>2.14</b>	<b>0.03</b>	<b>63.64</b>	<b>2.17</b>
Depreciation charge for the year	6.45	13.30	0.89	0.70	0.01	<b>21.35</b>	0.41
Impairment loss (refer note (ii) below)	74.21	42.25	-	-	-	<b>116.46</b>	-
Adjustments	-	0.41	-	-	-	<b>0.41</b>	(0.11)
<b>Up to 31 March 2025</b>	<b>98.19</b>	<b>96.44</b>	<b>4.35</b>	<b>2.84</b>	<b>0.04</b>	<b>201.86</b>	<b>2.47</b>
Depreciation charge for the year	2.34	9.50	0.68	0.78	0.02	<b>13.32</b>	0.41
<b>Up to 31 March 2026</b>	<b>100.53</b>	<b>105.94</b>	<b>5.03</b>	<b>3.62</b>	<b>0.06</b>	<b>215.18</b>	<b>2.88</b>
<b>As at 31 March 2025</b>	<b>75.97</b>	<b>112.99</b>	<b>5.09</b>	<b>5.17</b>	<b>0.15</b>	<b>199.37</b>	<b>9.89</b>
<b>As at 31 March 2026</b>	<b>68.85</b>	<b>103.73</b>	<b>4.41</b>	<b>4.60</b>	<b>0.13</b>	<b>181.72</b>	<b>9.48</b>

Notes:

- (i) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company.
- (ii) During the year ended 31 March 2025, owing to certain developments highlighted in Note 31, the Company has tested its PPE for impairment and recognised an impairment loss of INR 74.21 and INR 42.25 with respect to buildings & plant and equipment, respectively. In view of the materiality of the amount and non-recurring nature of the impairment loss, it has been presented as an exceptional item in the statement of profit or loss. No impairment charge has been recognized for the year ended 31 March 2026.

## 7. Intangible assets

	Software
<b>Gross Block</b>	
<b>Balance as at 31 March 2024</b>	<b>1.33</b>
Additions during the year	0.34
<b>Balance as at 31 March 2025</b>	<b>1.67</b>
Additions during the year	-
<b>Balance as at 31 March 2026</b>	<b>1.67</b>
<b>Accumulated depreciation</b>	
<b>Up to 31 March 2024</b>	<b>1.02</b>
Charge for the year	0.38
<b>Up to 31 March 2025</b>	<b>1.40</b>
Charge for the year	0.06
<b>Up to 31 March 2026</b>	<b>1.46</b>
<b>Net book value as at 31 March 2025</b>	<b>0.27</b>
<b>Net book value as at 31 March 2026</b>	<b>0.21</b>

## 8. Other financial assets

	As at	
	31 March 2026	31 March 2025
<b>Non-current</b>		
Security deposits	0.52	0.52
	<b>0.52</b>	<b>0.52</b>
<b>Current</b>		
Security deposits	0.15	0.41
	<b>0.15</b>	<b>0.41</b>

## 9. Other Assets

	As at	
	31 March 2026	31 March 2025
<b>Non-current</b>		
<i>Unsecured, considered good</i>		
Capital advances	-	0.53
<b>Prepaid expenses</b>	0.91	2.75
	<b>0.91</b>	<b>3.28</b>
<b>Current</b>		
<i>Unsecured, considered good</i>		
Balances with statutory authorities	43.83	40.33
Prepaid expenses	1.99	3.19
<b>Others</b>	0.09	0.56
	<b>45.91</b>	<b>44.08</b>

## 10. Inventories

	As at	
	31 March 2026	31 March 2025
Raw materials	0.63	3.41
Packing materials	4.08	3.79
Finished goods	0.01	1.16
Work In Progress	-	0.71
<b>Stores and spares</b>	2.34	0.89
	<b>7.06</b>	<b>9.96</b>

## 11. Trade Receivables

Trade Receivables	As at					Total
	31 March 2026					
<b>Unsecured</b>						
- Considered good					0.46	11.20
					<b>0.46</b>	<b>11.20</b>
<b>Trade receivables ageing schedule</b>						
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>					
	<b>Less than 6 months</b>	<b>6 months - 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
<b>As at 31 March 2026</b>						
<b>Undisputed</b>						
Considered good	0.46	-	-	-	-	<b>0.46</b>
<b>As at 31 March 2025</b>						
<b>Undisputed</b>						
Considered good	8.37	2.65	0.18	-	-	<b>11.20</b>

There are no disputed receivables as at 31 March 2026 and 31 March 2025.

**12. Cash and Bank Balances**

	As At	
	31 March 2026	31 March 2025
<b>(a) Cash and cash equivalents</b>		
Balances with banks	2.51	4.84
Cash on hand	-	0.01
	<b>2.51</b>	<b>4.85</b>
<b>(b) Other Bank Balances</b>		
Deposits with original maturity more than three months but less than 12 months		
Margin Money Deposit	0.56	1.17
	<b>0.56</b>	<b>1.17</b>

**13. Investments**

	As At	
	31 March 2026	31 March 2025
<b>Current</b>		
<b>Investments in Mutual Funds, quoted (measured at FVTPL)</b>		
Nil (31 March 2025: 7,83,057) units held in ICICI Prudential Equity Arbitrage Fund - Direct Plan Growth	-	28.31
Nil (31 March 2025: 1386) units held in ICICI Prudential Ultra Short Term Fund - Direct Plan Growth	-	0.04
<b>Aggregate amount of quoted investments</b>	<b>-</b>	<b>28.35</b>

**14. Equity Share Capital**

	As at			
	31 March 2026		31 March 2025	
	Number	Amount	Number	Amount
<b>i. Authorised share capital</b>				
Equity shares of ₹10 each	1,60,00,000	160.00	1,60,00,000	160.00
	As at			
	31 March 2026		31 March 2025	
	Number	Amount	Number	Amount
<b>ii. Issued, subscribed and fully paid up</b>				
Equity shares of ₹10 each	1,59,90,678	159.91	1,59,90,678	159.91
	<b>1,59,90,678</b>	<b>159.91</b>	<b>1,59,90,678</b>	<b>159.91</b>
<b>iii Reconciliation of number of equity shares outstanding at the beginning and at the end of the year</b>				
	As at			
	31 March 2026		31 March 2025	
	Number	Amount	Number	Amount
<b>Equity shares</b>				
Balance at the beginning of the year	1,59,90,678	159.91	1,29,29,454	129.29
Add: Issued during the year		-	30,61,224	30.62
<b>Balance at the end of the year</b>	<b>1,59,90,678</b>	<b>159.91</b>	<b>1,59,90,678</b>	<b>159.91</b>
<b>iv Details of shareholders holding more than 5% equity shares in the Company</b>				
	As at			

Name of the equity shareholders	31 March 2026		31 March 2025		Change in %
	Number	% holding	Number	% holding	
Heritage Foods Limited, India	1,50,95,339	94.40%	79,95,339	50.00%	
Novandie , France	8,95,339	5.60%	79,95,339	50.00%	

v. Shareholding of promoters

Name of the equity shareholders	31 March 2026		31 March 2025		Change in %
	Number	% holding	Number	% holding	
Heritage Foods Limited, India	1,50,95,339	94.40%	79,95,339	50.00%	44.40%
Novandie , France	8,95,339	5.60%	79,95,339	50.00%	-44.40%
	1,59,90,678	100.00%	1,59,90,678	100.00%	0.00%

Name of the equity shareholders	31-Mar-25		31-Mar-24		Change in %
	Number	% holding	Number	% holding	
Heritage Foods Limited, India	79,95,339	50.00%	64,64,727	50.00%	0.00%
Novandie , France	79,95,339	50.00%	64,64,727	50.00%	0.00%
	1,59,90,678	100.00%	1,29,29,454	100.00%	0.00%

vi The Company has not issued any equity shares pursuant to contract without payment being received in cash or by way of bonus shares or bought back any equity shares during the last five years preceding the balance sheet date.

## 15. Other Equity

	As at	
	31 March 2026	31 March 2025
<b>Reserve and surplus</b>		
Securities premium	808.98	808.98
Equity contribution from Joint Venturers	14.40	14.40
Retained earnings / (deficit)	(807.03)	(743.60)
	<b>16.35</b>	<b>79.78</b>
Items of Other comprehensive income ("OCI")	-	-
	<b>16.35</b>	<b>79.78</b>

### Nature and purpose of reserves

#### Securities premium

The amount received in excess of face value of the equity shares is recognised in securities premium. This reserve will be utilised in accordance with provisions of Section 52 of the Act.

#### Retained earnings

Retained earnings are the profits / losses that the Company has earned till date, less dividends or other distribution to shareholders.

#### Equity contribution from Joint Venturers

Represents implicit cost of financial guarantees given by the Joint Venturers to the Company's bankers against the borrowings facilities availed by the Company.

## 16. Borrowings

	As at	
	31 March 2026	31 March 2025

<b>Non-current</b>		
Secured		
Term loan from a bank (refer note (a) below)	-	7.08
	<b>0.00</b>	<b>7.08</b>
<b>Current</b>		
Cash credit facility from a bank (refer note (b) below)	-	-
Current maturities of term loan from a bank (refer note (a) below)	-	28.33
Inter Corporate Deposit- Received	52.69	-
	<b>52.69</b>	<b>28.33</b>

- a) Term loan from Bank is secured by first charge on all fixed assets and by second charge on all current assets of the Company. The interest rate is equivalent to one year MCLR + 1.4% per annum. The loan is repayable in 24 equal quarterly instalments commenced from August 2020 and ending in May 2026. The loan is guaranteed by Heritage Foods Limited in full and Novandie SNC to an extent of 50% of the sanctioned limit. This loan has been fully repaid during the year.
- b) Represents unsecured loan availed from Heritage Foods Limited. The loan carries interest of 9.5% p.a. and is repayable on completion of one year from the date of disbursement.

c) **Reconciliation of liabilities arising from financial activities\***

	As at	
	31 March 2026	31 March 2025
<b>Balance at beginning of the year</b>	35.41	63.55
Proceeds from long term borrowings	-	-
Repayment of long term borrowings	(35.41)	(28.14)
<b>Balance at end of the year</b>	-	<b>35.41</b>

\*Include current and non-current portions of a term loan from a bank.

**17. Other Financial Liabilities**

	As at	
	31 March 2026	31 March 2025
Capital creditors	-	4.80
Employee related payables	0.06	2.11
Other payables	0.02	3.95
Interest accrued but not due	0.50	0.03
Security deposit	-	0.03
	<b>0.58</b>	<b>10.92</b>

**18. Lease Liabilities (refer note 38)**

	As at	
	31 March 2026	31 March 2025
<b>Non-Current</b>	13.13	13.13
<b>Current</b>	2.23	1.85
	<b>15.36</b>	<b>14.98</b>

**19. Other Current Liabilities**

	As at	
	31 March 2026	31 March 2025
<b>Advances from customers *</b>	0.81	0.61

<b>Statutory dues payable</b>	0.06	0.66
	<b>0.87</b>	<b>1.27</b>

(\*) represents contact liabilities against which the Company has recognised a revenue of ₹0.61 (31 March 2025: ₹0.12) from the amounts included in advances from customers at the beginning of the year.

## 20. Provisions

	As at	
	31 March 2026	31 March 2025
<b>Non current</b>		
Compensated absences	0.17	0.94
	<b>0.17</b>	<b>0.94</b>
<b>Current</b>		
Gratuity	0.30	0.90
Compensated absences	0.03	0.03
	<b>0.33</b>	<b>0.93</b>

## 21. Trade Payables

	As at	
	31 March 2026	31 March 2025
Total outstanding dues of micro and small enterprises ("MSME")	0.05	0.91
Total outstanding dues of creditors other than micro and small enterprises	3.46	8.69
	<b>3.51</b>	<b>9.60</b>

### (a) Trade payables ageing schedule

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31 March 2026</b>					
<i>Undisputed</i>					
(i) MSME	0.05	-	-	-	<b>0.05</b>
(ii) Others	3.46	-	-	-	<b>3.46</b>
<b>As at 31 March 2025</b>					
<i>Undisputed</i>					
(i) MSME	0.91	-	-	-	<b>0.91</b>
(ii) Others	8.30	0.30	0.02	0.07	<b>8.69</b>

### (b) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 ("the MSMED Act"). As at 31 March 2026 and 31 March 2025, there are amounts to Rs. 0.05 (31 March 2025: ₹0.91) payable to such enterprises, based on information received and available within the Company. The Company has not received any claim for interest from any supplier under the MSMED Act.

## 22. Revenue from operations

	For the year ended	
	31 March 2026	31 March 2025
Sales of products	40.43	68.85
Other operating income	0.03	0.05
	<b>40.46</b>	<b>68.90</b>

**(a) Reconciliation of revenue from sale of products with the contracted price**

	For the year ended	
	31 March 2026	31 March 2025
Revenue as per contracted price	44.39	99.13
Adjusted for:		
Sales returns	(0.47)	(10.11)
Discounts	(3.46)	(20.13)
<b>Total revenue from contracts with customers</b>	<b>40.46</b>	<b>68.90</b>

**23. Other income**

	For the year ended	
	31 March 2026	31 March 2025
Interest income	0.40	1.36
Gain on investments (net)	0.22	3.35
Lease rental income	0.30	0.30
Other non-operating income	2.32	0.55
	<b>3.24</b>	<b>5.56</b>

**24. Cost of materials consumed\***

	For the year ended	
	31 March 2026	31 March 2025
<b>Raw Material</b>		
Opening stock	3.41	3.34
Add: Purchases during the year	20.88	33.71
Less: Closing stock	0.63	3.41
	<b>23.66</b>	<b>33.64</b>
<b>Packing Material</b>		
Opening stock	3.79	3.32
Add: Purchases during the year	8.63	15.54
Less: Closing stock	4.08	3.79
	<b>8.34</b>	<b>15.07</b>
	<b>32.00</b>	<b>48.71</b>

\*Disclosed based on derived figures, rather than actual records of issue.

**25. Changes in inventories of finished goods and work-in-progress**

	For the year ended	
	31 March 2026	31 March 2025
<b>Opening balance</b>		
- Finished goods	1.16	2.78
- Work-in-progress	0.71	-
	<b>1.87</b>	<b>2.78</b>
<b>Closing balance</b>		
- Finished goods	0.01	1.16
- Work-in-progress	0.00	0.71
	<b>0.01</b>	<b>1.87</b>
	<b>1.86</b>	<b>0.91</b>

**26. Employee benefit expenses**

	For the year ended	
	31 March 2026	31 March 2025
Salaries, wages, Bonus and allowances	19.68	40.36

Contribution to provident and other funds	0.96	1.73
Gratuity expense	0.00	0.37
Compensated absences expense	0.41	0.59
Staff welfare expenses	1.27	3.23
	<b>22.32</b>	<b>46.28</b>

Note: During the year, effective on 21 November 2025, the Government of India has consolidated multiple existing labour legislations into a unified framework comprising of four Labour Codes - Code on Wages, 2019, Industrial Relations Code, 2020, Code on Social Security 2020, and Occupational Safety, Healthy and Working conditions Code, 2020 collectively referred to as the 'New Labour Codes'. The enactment of these codes has resulted in changes to the computation of certain employee benefits and the impact is insignificant.

## 27. Finance costs

	For the year ended	
	31 March 2026	31 March 2025
Interest on borrowings calculated using effective interest method	5.02	5.54
Interest on lease liabilities	1.58	1.54
Interest on income tax	0.00	0.04
Other borrowing costs	2.19	2.20
	<b>8.79</b>	<b>9.32</b>

## 28. Depreciation and amortization

	For the year ended	
	31 March 2026	31 March 2025
Depreciation on PPE and Right of use assets	13.74	21.76
Amortization of intangible assets	0.06	0.38
	<b>13.80</b>	<b>22.14</b>

## 29. Other expenses

	For the year ended	
	31 March 2026	31 March 2025
Power and fuel	8.08	12.54
Rent	0.88	2.42
Consumption of stores and spares	1.87	9.54
Repairs and maintenance	0.67	2.81
Insurance	0.69	0.46
Rates and taxes, excluding taxes on income	0.41	2.11
Freight outwards	2.71	18.36
Communication	0.23	0.49
Travelling and conveyance	0.34	1.15
Legal and professional fees	2.52	4.36
Bad and doubtful advances / Debts written off	5.25	0.54
Payment to auditors towards statutory audit fee	0.77	0.73
Selling and distribution expenses	2.28	25.48
Lab testing charges	0.00	0.46
Printing and stationery	0.07	0.25
Housekeeping & Security Expenses	0.88	2.31
Bank charges	0.06	0.15
Miscellaneous expenses	0.65	1.11
	<b>28.36</b>	<b>85.27</b>

## 30. Deferred tax assets (net)

The Company has unrecognised net deferred tax asset of ₹208.55 as on 31 March 2026 (31 March 2025: ₹192.59) on account of brought forward business losses and unabsorbed depreciation, which have not been recognised on the grounds of prudence.

### 31. Impairment testing for PPE

"In view of the limited market potential and continuous losses from operations of the Company, the Board in its meeting held during March 2025 after evaluating various options, has approved a proposal allowing Heritage Foods Limited, one of the Joint Venturer, to obtain controlling stake by acquiring equity shares from the other Joint Venturer and restructure / repurpose the business operations of the Company. Subsequently, the Company intended to cease the manufacture and sale of yogurts and repurpose the existing PPE to undertake job work of dairy products.

Due to the above developments, the Company had tested the CGU, that included the factory building and plant and machinery used for manufacture of Yogurt, for impairment. The recoverable amount of the CGU as of 31 March 2025 was estimated based on the valuation report obtained from an independent external valuer. As the recoverable amount of the CGU was lower than its carrying amount, impairment loss of ₹ 116.46 was recognized during the year ended 31 March 2025.

The recoverable value of building constructed on a leased land was determined using market approach using sales comparison method, while the recoverable value of plant and machinery was determined using depreciated replacement cost method. This is a level 2 measurement as per the fair value hierarchy set out in fair value measurement disclosures. The key inputs under this approach are price per square meter of comparable lots and indexation method for arriving gross replacement cost of plant and machinery. No impairment indicator has been identified by the management thereafter, accordingly no additional impairment charge has been provided during the year ended 31 March 2026."

### 32. Financial instruments – Fair values and risk management

#### Accounting classification and fair values:

The carrying amount of all financial assets and financial liabilities appearing in the financial statements are reasonable approximation of their fair values.

#### Categories of financial instruments

Particulars	As at	
	31-03-2026	31-03-2025
Financial assets		
-Measured at FVTPL		
Investments	-	28.35
-Measured at amortised cost		
Trade receivables	0.46	11.20
Cash and cash equivalents	2.51	4.85
Other bank balances	0.56	1.17
Other financial assets	0.67	0.93
	<b>4.20</b>	<b>46.50</b>
<b>Financial Liabilities (at amortised cost)</b>		
Borrowings	52.69	35.41
Lease liabilities	15.36	14.98
Trade payables	3.51	9.60
Other financial liabilities	0.58	10.92
	<b>72.14</b>	<b>70.91</b>

The fair value of the financial assets and financial liabilities are included at an amount at which the instruments could be exchanged in a current transaction between the willing parties, other than in a forced or liquidation sale.

### 33. Financial risk management objectives and policies:

#### Financial Risk Management Framework

The Board of Directors is responsible for developing and monitoring the Company's risk management policies.

The Company's principal financial liabilities comprises of borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivables, cash and cash equivalents and other financial assets that the Company derives directly from its operations. The Company is exposed primarily to Credit Risk, Liquidity Risk and Market risk (fluctuations in interest rates), which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

#### A. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks from financial assets.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, cash and cash equivalents and loans. None of the financial instruments of the Company result in material concentration of credit risk.

#### Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹4.20 and ₹46.50 as of 31 March 2026 and 31 March 2025 respectively, being the total of the carrying amount of financial assets.

#### Financial assets that are neither past due nor impaired

None of the Company's cash equivalents were impaired as at 31 March 2026 and 31 March 2025

#### Financial assets that are past due but not impaired

The maximum exposure to the credit risk as at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk is managed by the company through continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company measures the expected credit loss of trade receivables using a simplified approach. Refer Note:11 for ageing of trade receivables.

#### B. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash and cash equivalents or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions,

without incurring unacceptable losses or risking damage to the Company's reputation.

### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and exclude the impact of netting agreements.

As at 31 March 2026	On demand	Up to 1 year	More than 1 year	Total
Borrowings	-	52.69	-	<b>52.69</b>
Lease liabilities	-	1.20	48.84	<b>50.03</b>
Trade payables	-	3.51	-	<b>3.51</b>
Other financial liabilities	-	0.58	-	<b>0.58</b>
	-	<b>57.98</b>	<b>48.84</b>	<b>106.81</b>

As at 31 March 2025	On demand	Up to 1 year	More than 1 year	Total
<b>Borrowings</b>	-	28.33	7.08	<b>35.41</b>
<b>Lease liabilities</b>	-	1.20	50.03	<b>51.23</b>
<b>Trade payables</b>	-	9.60	-	<b>9.60</b>
<b>Other financial liabilities</b>	-	10.92	-	<b>10.92</b>
	-	<b>50.05</b>	<b>57.11</b>	<b>107.16</b>

### C. Market risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments and all short-term and long-term borrowings. Market risk comprises three types of risk: interest rate risk, currency risk and other price risks.

#### i. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term obligations with floating interest rates. The impact on account of change in interest rate on the Company's long-term obligations is not considered as significant.

- i. The Company is not exposed to any other type of market risk as on 31 March 2026 and 31 March 2025.

### 34. Capital risk management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder's value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payments to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt. The Company includes within net debt, borrowings from banks less cash and cash equivalents.

Particulars	31 March 2026	31 March 2025
-------------	---------------	---------------

Borrowings	52.69	35.41
Less: Cash and cash equivalents	(2.51)	(4.85)
<b>Net debt (A)</b>	<b>50.18</b>	<b>30.56</b>
Total equity (B)	176.26	239.69
Net debt and total equity (A) + (B)	226.44	270.25
<b>Gearing ratio</b>	<b>22.16%</b>	<b>11.31%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings. Breaches in meeting the financial covenants would permit the lenders to immediately call back the borrowings. There was no breach in the financial covenants of any borrowings during the year ended 31 March 2026 and 31 March 2025.

### 35. Contingent liabilities and commitments

	31 March 2026	31 March 2025
<b>i. Contingent liabilities</b>		-
<b>ii Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	0.15

### 36. Segment reporting

Based on the "management approach" as defined in Ind AS 108, Operating segments are to be reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM evaluates the Company's performance and allocates resources on an overall basis. The Company is in the business of manufacturing and selling of fruit and flavoured yogurts. This is the sole activity performed and thus the main source of risks and returns. The Company operates only in India and doesn't have operations in economic environments with different risks and returns. Accordingly, there are no additional disclosures to be provided under Ind AS 108, in the financial statements.

#### (a) Revenue from customers

The Company has one customer who have individually contributed more than 10% to the Company's revenue from operations during the current and previous year. The revenue from such major customer during the year amounted to ₹34.73 (31 March 2025: ₹11.38).

### 37. Related party disclosures

#### (a) Names of the related parties and nature of relationship

Name of the related party	Nature of relationship
Heritage Foods Limited ("HFL"), India (w.e.f. 16 June 2025)	Holding Company (w.e.f. 16 June 2025); Joint Venturer (till 15 June 2025)
Novandie, France	Joint Venturer (till 15 June 2025), Promoter of the company
Andros Foods India Private Limited	Entity with common director (identified as related party in accordance with the provisions

	of the Act)
Nara Brahmani	Director
Emilie Laure Lucie Moulard Anand	
Hays Jean Yves (up to 12 June 2025)	
Aparna Surabhi	
Angara Venkata Girija Kumar	
Rajesh Thakur Ahuja (up to 22 March 2026)	
Nara Devaansh	Relative of Director
Kailas Dnyaneshwar Shinde (w.e.f. 01 October 2025)	Chief Executive Officer
Amol Rinkey (w.e.f 16 July 2025 and upto 30 September 2025)	
Ahaenath kumar (upto 15 July 2025)	
Mahesh Kumar (w.e.f. 16 July 2025)	Chief Financial Officer
Mr. Rahul Singh (upto July 15, 2025)	Company Secretary
Mr. Samarth Barhaiya (from August 25,2025 to October 31, 2025)	
Ms. Shraddha Prasad (from 26 December 2025)	

**(b) Transactions with the related parties**

	For the year ended	
	31 March 2026	31 March 2025
<b>(i) Heritage Foods Limited</b>		
Equity contribution (including financial guarantee)	-	75.50
Purchase of dairy products	31.56	17.87
Financial guarantee expense	2.16	2.20
Lease rental expense	1.27	1.39
Expenditure incurred on behalf of HNFPL	5.50	9.03
Sale of products	34.73	-
Loan from related party	50.00	-
Interest expense	2.69	-
Security deposits received	0.50	-
Sale of fixed assets	0.66	-
<b>(ii) Novandie</b>		
Equity contribution	-	75.00
<b>(iii) Andros Foods India Private Limited</b>		
Lease rental income	0.30	0.30
Consultancy expense	-	0.30
<b>(iv) Brahmani Nara</b>		
Lease rental expenses	0.07	0.07
<b>(v) N Devaansh</b>		
Lease rental expenses	0.07	0.07
<b>(vi) Ahaenath Kumar</b>		
Short-term employee benefits	0.94	4.63
Post-employment benefits	0.64	0.09
<b>(vii) Amol V Rinkey</b>		
Short-term employee benefits	1.05	-
Post-employment benefits	0.08	-
<b>(viii) Kailas Shinde</b>		
Short-term employee benefits	0.52	-
<b>(ix) Mahesh Kumar</b>		
Short-term employee benefits	0.82	-
<b>(x) Rahul Singh</b>		
Short-term employee benefits	0.16	-
<b>(xi) Samarth Barhaiya</b>		
Short-term employee benefits	0.08	-
<b>(xii) Shraddha Prasad</b>		
Short-term employee benefits	0.18	-

(c) Balances receivable/(payable)	31 March 2026	As at 31 March 2025
<b>(i) Heritage Foods Limited</b>		
Trade payable	-	(0.84)
Deposit receivables	0.50	0.45
Loan from related party (Including interest accrued)	(52.69)	-
Other payables	(2.03)	(0.95)
<b>(ii) Nara Brahmani</b>		
Lease rental payable	(0.01)	(0.01)
Lease rental deposit	0.03	0.03
<b>(iii) Nara Devaansh</b>		
Lease rental payable	(0.01)	(0.01)
Lease rental deposit	0.03	0.03
<b>(iv) Andros Foods India Private Limited</b>		
Lease rental receivable	0.03	0.03
<b>(v) Vivek Mani</b>		
Employee payables	-	(0.24)

**Note:**

(a) The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. Details of guarantees received is included in Note 16. For the year ended 31 March 2026, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2025: Nil). This assessment is undertaken each financial year through examining the financial position of the related parties and the market in which such parties operates.

(b) Post-employment benefits, disclosed above, does not include those benefits which are computed for the Company as a whole.

**38. Leases**

The Company has leased a parcel of land from one of the joint venturers viz Heritage Foods Limited, for a period of 30 years. The lease arrangement provides for multi-year renewal option with necessary provision towards escalation up to 10% for every 2 years. There are no residual value guarantees provided to the lessor. The carrying amount for such right-of-use assets as at 31 March 2026 amounts to ₹9.48 (31 March 2025: ₹9.89).

**The movement in lease liabilities is as follows:**

	Amount
<b>Balance at as at 31 March 2024</b>	<b>14.53</b>
Finance cost accrued during the year	1.54
Payment of lease liabilities	(1.09)
<b>Balance at as at 31 March 2025</b>	<b>14.98</b>
Finance cost accrued during the year	1.58
Payment of lease liabilities	(1.20)
<b>Balance at as at 31 March 2026</b>	<b>15.36</b>

**The details of the contractual maturities of lease liabilities on an undiscounted basis is as follows:**

	As at	
	31 March 2026	31 March 2025
Less than one year	1.20	1.20
One to five years	7.13	6.73

More than five years	41.71	43.30
<b>Total</b>	<b>50.03</b>	<b>51.23</b>

Depreciation expenses and Lease rentals paid for the year ended 31 March 2026 are ₹0.41 and ₹1.20 (31 March 2025: ₹0.41 and ₹1.09) respectively.

### 39. Disclosure on Corporate Social Responsibility

The Provisions of the Act in so far as it relates to corporate social responsibilities, is not applicable to the Company for the year ended 31 March 2026 and 31 March 2025.

### 40. Disclosure pursuant to requirements of Rule 11(e) (i) & (ii) of the Companies (Audit and Auditors) Rules

- (i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- (ii) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

### 41. Key Ratios

	Notes	31 March 2026	31 March 2025	Change in %
a) Current ratio = current assets / current liabilities	(i)	0.95	1.90	-50.19%
b) Debt equity ratio = (Long-term borrowings + short-term borrowings + Lease liabilities)/ Equity	(ii)	0.39	0.21	-83.65%
c) Debt Service coverage ratio = (Net profit / loss + depreciation + impairment + finance cost) / (finance cost + lease payments + principal repayments of long-term borrowings)	(iii)	(0.92)	(2.77)	-66.62%
d) Return on equity ratio / return on investment ratio = net profit / loss after tax divided by average equity	(iii)	(0.30)	(0.87)	65.00%
e) Inventory turnover ratio = cost of goods sold divided by average inventory @	Note*	3.98	3.56	11.90%
f) Trade receivables turnover ratio = sales divided by average trade receivables	Note*	6.94	8.12	-14.53%
g) Trade payables turnover ratio = cost of goods sold divided by average trade payables	Note*	5.17	5.57	-7.19%
h) Net capital turnover ratio = sales divided by (current assets less current liabilities)	(i)	(12.34)	1.45	950.59%
i) Net profit ratio = Net profit / loss after tax divided by sales	(iii)	(1.57)	(3.70)	57.58%
j) Return on capital employed = (earnings before finance cost, other income and taxes) divided by average capital employed #	(iii)	(0.26)	(0.41)	37.31%

@ cost of goods sold includes cost of materials consumed and changes in inventories of finished goods

# capital employed = total assets - current liabilities

### Note: Reasons for change in % by more than 25% is as under

- (i) Principal reason for change in current asset ratio and net capital turnover ratio is attributed to increase in current asset on account of decrease in inventory and bank balances and decrease in current liability on account of repayment of short term borrowings during the year ended 31 March 2026.
- (ii) Principal reason for change in debt equity ratio is attributed to increase in borrowings and on account of repayment of short term borrowings during the year ended 31 March 2026.

- (iii) Principal reason for change in debt service coverage ratio, return on equity ratio, net profit ratio and return on capital employed, is attributed to decrease in losses during the year ended 31 March 2026 compared to the year ended 31 March 2025.

42. The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company has used an accounting software from 01 April 2025 till 04 November 2025 operated by a third-party software service provider for maintaining its books of account which which has a feature of recording audit trail facility and the same been operated throughout the year for all relevant transactions recorded in the software at the application level. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization) is not available for the year ending 31 March 2026 and 31 March 2025.

The Company has used accounting software from 05 November 2025 for maintaining its books of account which has a feature of audit trail (edit log) facility and the same was enabled at the application level. During the year ended 31 March 2026, the Company has not enabled the feature of recording audit trail (edit log) at the database level for the said accounting software to log any direct data changes. Furthermore, the audit trail at application level has been preserved by the Company as per the statutory requirements for record retention."

43. The Company has incurred net loss amounting to ₹ 63.43 during the year ended 31 March 2026 (31 March 2025: ₹ 254.63) and as of that date, it has negative retained earnings of ₹ 807.03 (31 March 2025: ₹ 743.60). Heritage Foods Limited ('the Holding Company) has stated its intention to provide unconditional financial support to the Company and to enter into any financing arrangement as and when required to enable the Company to meet its obligations and continue its operations for a period of not less than 12 months from the financial year ended 31 March 2026. Accordingly, based on the above, the Company will be able to realize its assets and discharge its liabilities as recorded in these financial statements in the normal course of business. Consequently, the financial statements, have been prepared on a going concern basis.

44. Additional disclosures

- (a) No proceeding have been initiated on or is pending against the Company for holding benami property under the Benami Transactions Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- (b) The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.
- (c) No transactions are carried out with companies struck off under section 248 of the Act or section 560 of Companies Act, 1956.
- (d) No charges or satisfaction yet to be registered with ROC beyond the statutory period.
- (e) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (f) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Act.
- (g) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (h) There was no revaluation of Property, plant and equipment (including right-of-use assets) and Intangible assets carried out by the Company during the respective reporting periods.

- (i) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

This is the summary of material accounting policies and other explanatory information referred to in our report of even date.

**For Walker Chandiook & Co LLP**  
Chartered Accountants  
FR No: 001076N/N500013

**For and on behalf of Board of Directors of  
Heritage Novandie Foods Limited**  
(CIN: U74999TG2017PLC120860)

**Rohit Kumar Mittal**  
Partner  
Membership No: 223779

Place: Hyderabad  
Date: May 8, 2026

**N Brahmani**  
Director  
DIN: 02338940

Place: Hyderabad  
Date: May 8, 2026

**Emilie Laure Lucie Moulard Anand**  
Director  
DIN: 08005149

Place: Goa  
Date: May 8, 2026

**Shraddha Prasad**  
Company Secretary  
M.No. ACS78300

Place: Hyderabad  
Date: May 8, 2026

**Kailas Shinde**                      **Mahesh Kumar**  
Chief Executive Officer      Chief Financial Officer

Place: Manor  
Date: May 8, 2026

**Form No. MGT-11****PROXY FORM***[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]***CIN:** U74999TG2017PLC120860**Name of the Company:** Heritage Novandie Foods Limited**Registered Office:** Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana - 500033 India

Name of the member (s):

Registered address:

E-mail Id:

Folio No/Client ID:

DP ID:

I/We, being the member (s) of \_\_\_\_\_ shares of the Heritage Novandie Foods Limited, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9<sup>th</sup> Annual general meeting of the company, to be held on the 16<sup>th</sup> day of July, 2026 At 12:00 noon. at registered office of the company situated at Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana - 500033 India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description of Resolution	Type of Resolution	For	Against
<b>Ordinary Business</b>				
1	<b>To receive, consider and adopt:</b> The Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, the Reports of the Board of Directors and Auditors' thereon	Ordinary		
2	<b>Re-appointment of Director Retiring by Rotation:</b> To appoint a Director in place of Smt. Brahmani Nara (DIN: 02338940), Non-executive and Non-Independent Director of the Company, who retires by rotation	Ordinary		
<b>Special Business</b>				
3	Appointment of Mrs. Aparna Surabhi (DIN: 01641633) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years or co-terminus on the board of the holding company, whichever is earlier	Ordinary		
4	Approval of Related Party Transactions	Ordinary		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature of shareholder \_\_\_\_\_

Signature of Proxyholder(s) \_\_\_\_\_

Affix  
Revenue Stamp

**NOTE:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**ATTENDANCE SLIP**  
**09<sup>th</sup> ANNUAL GENERAL MEETING**

**CIN:** U74999TG2017PLC120860

**Name of the Company:** Heritage Novandie Foods Limited

**Registered Office:** Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana - 500033 India

Name (in block letters)	
Address	
Registered folio no. / DP ID & Client ID	
Shareholder / proxy/ Authorised representative	

I/We, certify that I/We, am/are a Member/Proxy for the Member of the Company.

I/We hereby record my presence at the 09<sup>th</sup> AGM held on Thursday, 16<sup>th</sup> day of July 2026, at 12:00 noon at the Registered Office of the Company at Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana – 500033.

\_\_\_\_\_  
*Signature of Shareholder / Proxy / Authorised Representative*

**Note:**

- 1. Please fill this attendance slip and hand it over at the entrance of the meeting hall.**
- 2. Members are requested to bring their copies of this notice and Annual Report to the meeting.**
- 3. A Member may vote either for or against each resolution.**